

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF SOUTH CAROLINA**

In re	)	
	)	Chapter 11 Case
BI-LO, LLC, <u>et al.</u> ,	)	
	)	Case No. 09-02140 (HEB)
	)	
Debtors. <sup>1</sup>	)	Jointly Administered

**NOTICE OF FILING BY AP SERVICES, LLC OF  
REPORT OF COMPENSATION EARNED AND EXPENSES INCURRED  
FOR THE PERIOD FROM JULY 1, 2009 THROUGH SEPTEMBER 30, 2009**

In accordance with the Final Order Under 11 U.S.C. §§ 105 and 363 Authorizing the Employment of AP Services, LLC ("APS") as Crisis Managers for the Debtors (Docket No. 30), notice is hereby given that APS has filed a report of compensation earned and expenses incurred for the period of July 1, 2009 through September 30, 2009.

Objections, if any, are due on or before 4:00 p.m. on November 18, 2009. At the same time, you must also serve a copy of the response on APS, 2000 Town Center, Suite 2400, Southfield, MI 48075 attention: Laura Eisele.

A HEARING WILL BE HELD, only if an objection is timely filed and served, before the Honorable Helen E. Burris, U.S. Bankruptcy Judge, United States, Bankruptcy Courthouse, 1100 Laurel Street, Columbia, SC 29201-2423, at a date and time to be scheduled by the Court.

Dated: October 29, 2009

/s/ Michael Feder  
Michael Feder  
Authorized Representative  
AP Services, LLC

<sup>1</sup> The Debtors and the last four digits of their respective tax identification numbers are: BI-LO, LLC (0130); BI-LO Holding, LLC (5011); BG Cards, LLC (4159); ARP Ballentine LLC (6936); ARP James Island LLC (9163); ARP Moonville LLC (0930); ARP Chickamauga LLC (9515); ARP Morganton LLC (4010); ARP Hartsville LLC (7906); and ARP Winston Salem LLC (2540).

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	)	Chapter 11 Case
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	)	Case No. 09-02140 (HEB)
	)	
Debtors.	)	Jointly Administered

**REPORT BY AP SERVICES, LLC  
OF COMPENSATION EARNED AND EXPENSES INCURRED  
FOR THE PERIOD FROM JULY 1, 2009 THROUGH SEPTEMBER 30, 2009**

Exhibit A – Summary of Compensation and Expenses

Exhibit B – Summary of Professionals and Fees

Exhibit C – Summary of Expenses

Exhibit D – Summary of Services

Exhibit E – Detailed Time Entries for the period of July 1, 2009 through September 30, 2009 (to be served upon the Office of the U.S. Trustee. Available for review upon request by other parties.)

AP Services, LLC ("APS") was retained as Restructuring Advisors and Michael Feder as Chief Restructuring Officer of the Debtors by the order entered on April 23, 2009 [at docket number 481]. APS was provided with a retainer from Debtors' which was applied as payments against amounts owing to APS for fees earned and expenses incurred during the second quarter 2009.

Dated: October 29, 2009

/s/ Michael Feder  
Michael Feder  
Authorized Representative  
AP Services, LLC

AP Services may determine, from time to time, to augment its professional staff with independent contractors (each an "Independent Contractor") in these chapter 11 cases. AP Services' standard practice is to charge for an Independent Contractor's services at a rate equal to the compensation provided by AlixPartners to such Independent Contractor. AP Services did not use I/C's during this Compensation Period.

Exhibit A

AP Services, LLC  
Summary of Compensation and Expenses – Bi-Lo, LLC, et al.  
July 1, 2009 through September 30, 2009

Period		Fees	Expenses	TOTAL
July 1, 2009	to July 31, 2009	\$ 558,358.00	\$ 35,130.67	\$ 593,488.67
August 1, 2009	to August 31, 2009	501,684.00	34,617.05	536,301.05
September 1, 2009	to September 30, 2009	753,054.00	56,876.62	809,930.62
<b>Total Accrued</b>		<b>\$ 1,813,096.00</b>	<b>\$ 126,624.34</b>	<b>\$ 1,939,720.34</b>
Less: Travel (50%)		(148,997.75)		(148,997.75)
		<b>1,664,098.25</b>	<b>126,624.34</b>	<b>1,790,722.59</b>
Less: Adjustment *		(25,776.00)		(25,776.00)
<b>Total Invoiced (*)</b>		<b>\$ 1,638,322.25</b>	<b>\$ 126,624.34</b>	<b>\$ 1,764,946.59</b>

\*See statement regarding APS' application of retainer funds totaling \$14,944.66 (see cover page to this report).

\* Credit of 40% for K. El-Alaily per agreement with the client.

Exhibit B

AP Services, LLC  
Summary of Professionals and Fees – Bi-Lo, LLC, et al.  
July 1, 2009 through September 30, 2009

Temporary Employees - Individuals With Executive Officer Positions							
Name of Professional	Description of Function	Hourly Rate '09	March 23 to				Total Compensation
			Jul-09	Aug-09	Sep-09	Total Hours	
Michael Feder	Chief Restructuring Officer	\$ 790.00	171.50	154.30	98.10	423.9	\$ 334,881.00
						<b>423.9</b>	<b>\$ 334,881.00</b>

Additional Temporary Staff Employees - Full-Time							
Name of Professional	Description of Function	Hourly Rate '09					Total Compensation
						Total Hours	
Barry Folse*	Case Support	\$ 685.00	26.50	3.00	-	29.5	\$ 20,207.50
Brad Boggess	Operational Restructuring	\$ 595.00	245.80	178.30	212.50	636.6	378,777.00
Martin Schumacher	Merchandising	\$ 595.00	0.00		184.60	184.6	109,837.00
John Bonno	Operational Restructuring	\$ 595.00	156.00	162.20	222.40	540.6	321,657.00
Dudley Jordan	Advisor - Case Support	\$ 450.00	184.70	196.80	224.10	605.6	272,520.00
Kareem El-Alaily**	Operational Restructuring	\$ 450.00	-	-	143.20	143.2	64,440.00
Chad S. Suss	Cash Management	\$ 365.00	225.30	229.40	246.10	700.8	255,792.00
Nathan Kramer	Advisor - Case Support	\$ 235.00		12.10	220.60	232.7	54,684.50
Julia Mysinger*	Web Site Maintenance	\$ 200.00	1.50			1.5	300.00
						<b>3075.10</b>	<b>\$ 1,478,215.00</b>
						<b>3499.00</b>	<b>\$ 1,813,096.00</b>

\*Part-Time

\*\*Short-term Discounted Employee per agreement with the Company

AP Services may determine, from time to time, to augment its professional staff with independent contractors (each an “Independent AP Services may determine, from time to time, to augment its professional staff with independent contractors (each an “Independent Contractor”) in these chapter 11 cases. AP Services’ standard practice is to charge for an Independent Contractor’s services at a rate equal to the compensation provided by AlixPartners to such Independent Contractor. AP Services did not use I/C’s during this Compensation Period.

Exhibit C

AP Services, LLC  
Summary of Expenses – Bi-Lo, LLC, et al.  
July 1, 2009 through September 30, 2009

Expense Categories	July-09	August-09	September-09	TOTAL
Airfare/Airfare Service Charges	\$ 11,100.78	\$ 11,827.74	\$ 19,767.59	\$ 42,696.11
Cab Fare / Ground Transportation	538.55	479.79	1,014.10	2,032.44
Copy Costs (Outside Source)	578.8	-	-	578.80
Gas/Fuel	325.47	275.26	370.40	971.13
Lodging	14,234.27	12,018.49	21,713.77	47,966.53
Long Distance Calls	21.96	24.14	73.24	119.34
Meals & Tips	753.60	659.60	1,675.61	3,088.81
Meals Engagement Team	1,686.68	2,458.33	2,985.60	7,130.61
Client Meals & Entertainment	-	209.00	90.26	299.26
Mileage	338.80	705.10	706.20	1,750.10
Other	35.00	87.00	1,072.71	1,194.71
Parking & Tolls	897.33	851.46	1,623.02	3,371.81
Phone - Internet Access	119.40	138.39	129.42	387.21
Postage/Messenger/Courier	-	-	20.45	20.45
Rental Car	4,397.80	4,858.67	5,634.25	14,890.72
Research	86.48	-	-	86.48
Supplies	-	12.83	-	12.83
Train	15.75	11.25	-	27.00
<b>TOTAL</b>	<b>\$ 35,130.67</b>	<b>\$ 34,617.05</b>	<b>\$ 56,876.62</b>	<b>\$ 126,624.34</b>

Summary of Services – Bi-Lo, LLC, et al.  
July 1, 2009 through September 30, 2009

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#### CRO Duties

- Served as BI-LO's Chief Restructuring Officer providing continuing strategic direction and restructuring support in the bankruptcy case and assisting the company management to maintain its focus on operating results by undertaking responsibility for the various bankruptcy related activities
- Managed team of AlixPartners resources in the support of BI-LO's bankruptcy objectives including the various achievements outlined herein
- Responsible for the communication with various constituencies in this Chapter 11 case
- Primary negotiator of complicated executive compensation issues
- Primary negotiator of to the Blue Cross / Blue Shield contract extension
- Directed the analysis of potential landlord preference analysis in support of BI-LO's landlord preference motion
- Worked collaboratively and consistently with BI-LO's other professionals in the achievement of BI-LO's restructuring objectives

#### Constituent Management

- Worked with all parties (UCC, Term Lenders, Ahold, C&S, etc.) to provide additional data and analysis to support the five year plan
- Managed both internal and external Public Relations and Communication program
- Continued to manage vendor relationship to ensure supply and manage contracts
- Managed the significant due diligence process and requests for information from all interested parties to include Wellspring, Food Lion and Lone Star, as well as their associated professionals
- Supported management communications with potential lenders
- Supported content development, presentation, and coordination of numerous meetings and negotiation session with the UCC and term lenders
- Developed, implemented, and maintained web-based data site to manage data requests and distributions

#### Claims Administration

- Coordinated with the claims agent to gather information necessary to analyze all filed claims including continuous updates to the official claims register
- Built and maintained a comprehensive claims database that houses all relevant information for claims filed, liabilities scheduled, and claims analysis necessary for the claims administration process
- Reviewed each proof of claim filed in the case to gather information necessary for the claims administration process, claims objections and reporting, and for internal and external communication concerning the claims universe

Summary of Services – Bi-Lo, LLC, et al.  
July 1, 2009 through September 30, 2009

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- Categorized each filed claim and scheduled liability in logical categories to aid in analysis and reporting of existing liabilities
  - Completed an extensive claims matching process whereby each claim is matched, if possible, to a corresponding filed claim to eliminate duplication of scheduled and filed claims
  - Identified numerous claims to which procedural objections will be made including duplicative claims, redundant claims, and amended claims
  - Identified numerous claims for which substantive objections will be made including claims for which the debtor bears no liability, claims filed against the incorrect debtor, and claims which were satisfied during the case

#### Cash Forecasting and Management

- Maintained and updated each week, the BI-LO 13-week rolling and annual cash flow forecast with input gathered from various client personnel
- Modified and tested BI-LO's cash model to accommodate a 2010 cash flow forecast and initiated documentation of the cash forecasting process to enhance process sustainability and serve as a Treasury department reference going forward
- Monitored and reviewed daily cash flows and maintained a 4-week rolling daily cash flow forecast to monitor near-term liquidity with changes related to exclusions incorporated in the GE DIP Loan related to non-residential lease assumption or rejection dates
- Tracked weekly variances to forecast for reporting to Lenders, BI-LO management and other interested parties
- Prepared ad-hoc cash flow forecasts and scenario analysis to aid in liquidity planning
- Provided ongoing professional fee forecasts and reviewed and processed professional fee invoices and fee applications to ensure accuracy, timely payment and reporting

#### Bankruptcy Management

- Identified the specific pre-petition liabilities for which the Court authorized payment and reported payments of such liabilities
- Collected all financial and operational data required for filing the Monthly Operating Reports with the Court and the U.S. Trustee and prepared all such reports
- Coordinated the development of the debtors strategy regarding overall contract rejection process, performed calculations of estimated contract rejection amounts and began development of cure estimates
- Participated in numerous routine and ad-hoc calls with Unsecured Creditors Committee advisors to coordinate efforts and review work streams
- Tracked payment of ordinary course professionals until the appropriate documentation has been filed with the Court and prepared the required quarterly report related to payments to ordinary course professionals for filing with the Court

Summary of Services – Bi-Lo, LLC, et al.  
July 1, 2009 through September 30, 2009

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Vendor Maintenance

- Negotiated with certain BI-LO trade vendors to maintain supply to support sales plan, including as necessary, modified payment terms, contract re-negotiations, and maintenance of vendor promotional programs
- Negotiated with a number of BI-LO store services vendors to continue service, modify contracts or reduce prices
- Reviewed certain executory contracts to determine cure and rejection damage claims
- Continued analysis of BI-LO's executory contracts for assumption and rejection decisions
- Implemented, tracked and reported on trade vendor 503(b)(9) program
- Performed numerous reconciliations between the debtor's records and various trade vendor records to reach agreement on the relevant 503(b)(9) amounts to be paid pursuant to the 503(b)(9) Program
- Numerous calls and meetings with representatives of the Official Unsecured Creditors Committee to exchange information, negotiate and resolve issues without court intervention, and identify items which required court approval

Development and Implementation of 5 Year Plan

- Developed work plan and strategy for creation of BI-LO 5 year plan
- Created and staffed 8 work streams with BI-LO staff to develop operational and financial projections to act as the baseline for the overall five year plan
- Coordinated weekly status and progress updates for all work streams
- Assisted work streams with development of content and financial models for 5 year plan
- Delivered the plan to case constituents on July 31<sup>st</sup> and presented on August 4<sup>th</sup>

Distribution Contract Analysis

- Conducted thorough operational assessment of BI-LO's distribution and transportation activities
- Reviewed current BI-LO/C&S Supply Agreement and identified multiple opportunities for cost reductions within contract
- Outlined initial BI-LO approach to the renegotiation of the C&S supply agreement
- Identified distribution and transportation savings of at least \$3 million, which largely require the agreement and support of C&S
- Developed and presented to management a comprehensive "Should Cost" model to estimate Distribution costs C&S is incurring to serve BI-LO and likely profitability based upon charges
- Initiated implementation of multiple cost reduction opportunities, including re-structuring gift basket program and modifying transportation routing which will save \$750,000 annually



Summary of Services – Bi-Lo, LLC, et al.  
July 1, 2009 through September 30, 2009

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- Executed sourcing process to analyze other potential third parties beyond C&S that could provide Supply Chain services to BI-LO
  - Developed scripts in preparation for C&S negotiations as well as approach to alternative potential distributors

Not-For-Resale Procurement Sourcing

- Built spend data base for Not-For-Resale procurement which totals over \$200MM
- Developed savings estimates associated with strategic sourcing options
- Developed implementation strategies to achieve \$10M in total savings through in-house sourcing improvements and a plan to achieve over half of the amount with further AP efforts, pending case direction
- Identified sourcing strategies for spend categories excluded in implementation plan
- Created Advertising Print RFP document

Bankruptcy Schedules

- Coordinated with bankruptcy counsel to draft certain amendments to the Bankruptcy Schedules (“Schedules”) and Statements of Financial Affairs (“SOFA”) to be filed with the Court
- Gathered, reviewed and compiled certain data from the Schedules and Statements that were required by various case constituents including the noticing agent and representative of the Official Unsecured Creditors Committee
- Prepared and used data from the Statements and Schedules in the claims administration process
- Reviewed and discussed numerous Scheduled liabilities with the relevant vendor and creditor constituencies
- Coordinated with in-house counsel as well as outside counsel while gathering certain information necessary to amend relevant contract related Schedules
- Coordinated with in-house and external counsel while compiling requisite data related to filed and potential litigation and environmental liabilities necessary to prepare a motion related to procedures for resolving certain of these liabilities
- Worked with Debtor personnel to come up with estimates of certain claims which were filed in unliquidated amounts or for amounts that the Debtor does not agree to aid in estimating the total liability for claims outstanding
- Conducted numerous meetings to update various constituents on the progress of the claims analysis process including meetings with Debtor management and representatives of the Official Committee of Unsecured Creditors
- Coordinated with bankruptcy counsel to create a process through which the amounts certain claims could be efficiently estimated and agreed upon with the relevant creditor in an efficient manner with little or no court intervention

Detailed Time Entries – Bi-Lo, LLC, et al.  
July 1, 2009 through September 30, 2009

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Chicago Dallas Detroit Dusseldorf London Los Angeles  
Milan Munich New York Paris San Francisco Shanghai Tokyo

August 20, 2009

BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Re: CRO  
Client: 005784  
Inv. No.: 2021267

Federal Tax Id 38-3622570

For Professional Services: through July 31, 2009

Current Charges:		Hours	Rate	Amount
Julia Mysinger	Paraprofessional	1.50	200.00	300.00
Chad S Suss	Associate	225.30	365.00	82,234.50
Dudley Jordan	Vice President	184.70	450.00	83,115.00
John Bonno	Director	156.00	595.00	92,820.00
Brad Boggess	Director	245.80	595.00	146,251.00
Barry Folse	Managing Dir.	26.50	685.00	18,152.50
Michael Feder	Managing Dir.	171.50	790.00	135,485.00
Total Hours & Fees		<u>1,011.30</u>		<u>558,358.00</u>
Less 50% Travel				(38,575.75)
Subtotal				<u>519,782.25</u>
Expenses				<u>35,130.67</u>
Total Amount Due				<u><b>USD 554,912.92</b></u>

**Please reference the invoice number noted above on any payment remittance. Thank You.**

Send electronic remittance to:

Send check remittance to:

Account Name: AP Services LLC  
Account Number: 004-62643  
Bank Name: Deutsche Bank  
ABA: 021-001-033

AP Services LLC  
P.O. Box 5838  
Carol Stream, IL 60197-5838



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Project Code	Description	Amount
005784.00101	CRO	110,600.00
005784.00102	Bankruptcy Support	92,109.50
005784.00103	Operations	211,582.00
005784.00106	Post Filing	66,915.00
005784.00108	Travel	38,575.75
<b>Total Fees Incurred</b>		<b>519,782.25</b>

Expenses	Amount
Airfare Change Fees	150.00
Airfare	10,688.78
Airfare Service Charge	262.00
Cab Fare/Ground Transportation	538.55
Copy Costs (Outside Source)	578.80
Gas/Fuel	325.47
Phone - Internet Access	119.40
Lodging	14,234.27
Meals & Tips	753.60
Mileage	338.80
Other	35.00
Parking & Tolls	897.33
Long Distance Calls	21.96
Rental Car	4,397.80
Research	86.48
Meals - Engagement Team	1,686.68
Train	15.75
<b>Total Disbursements</b>	<b>35,130.67</b>



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021267-1  
Re: CRO  
Client/Matter # 005784.00101

Date	Consultant	Description of Services	Hours
07/01/09	MAF	Meeting on 5 year plan (1.5) Meeting on incentive comp & follow up (2.5 & .6) Meeting on waterfall and other plan issues (.7) Call with Simms on Comp (.6) Review of HL data request and follow up (1 & .8) Calls and follow up on preference analysis (.5 & .3 & .3) Discussion of 503(b)(9) and professionals call (.5 & .8) Finalize and send the BC/BS email (1.2)	11.30
07/02/09	MAF	Call with US Trustee re: Blair (.5) Discussion of comp with Simms and then with Mike B and Brian C (.2 & .5 & .3) Follow up on HL data requests (.5 & .6) Revise GMIP letter and discuss program (.3 & .4) Follow up call with vendor (.4) Review cash flow (.5) Follow up on BC / BS questions (.3)	4.50
07/06/09	MAF	Call in prep of committee call (1) Follow up on professionals call (.5 & .6) Review HL data request and certain info (.8 & .4) Discussion of exec. comp (1) call with Simms on exec. comp (.7) discuss BC BS and other issues with FTI (.4 & .4 & .4) Draft of Liquid Highway (.8)	7.00
07/07/09	MAF	DJM call (.4) Call with case professionals - prep & participate (.5 & 1) Review docs re: liquidator (1.5) Review documents for BC / BS - (1.5) follow up calls on exec comp (.6 & .4 & .5 & .5) Calls with Houlihan on BCBS (.5 & .8)	8.20
07/08/09	MAF	Creditors committee call - prep and participate (.3 & 1 & .2) Liquid Highway (.8) meeting on business plan (.5) BCBS redraft and discussion (1.2 & .5 & .5) Call with Term lenders (.7) Continue to review motion for liquidator and agency agreement (1) Waterfall discussion with T. Carroll (.4) Meeting with K. Jones (.5)	7.60
07/09/09	MAF	Liquid Highway (.8) Management call (1) and follow up call (.5) Calls on executive comp (.3 & .8) Calls with houlihan (.5 & .9 & .5) Work on motions 503(b)(9) and BC / BS (1 & 1.3 & .5)	8.10
07/10/09	MAF	Meeting on BC / BS - (1.2) Call on BC/BS (1) Calls on exec. comp (.2 & .4) Call on motion (.5) Call with Simms and Byars (.5) Call re: leases - (.3)	4.10
07/13/09	MAF	Calls on BC BS (.8) & review draft documents (.6) Call with Term lenders (.5) Call on Cash flow (.5) Calls on Exec Comp (.6 & .5) Discussion of lease Cures (.3 & .4)	4.20
07/14/09	MAF	Call on executive comp (1.8) & follow up discussions (.2 &	8.20



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Invoice # 2021267-1  
Re: CRO  
Client/Matter # 005784.00101

Date	Consultant	Description of Services	Hours
		.5) Call on DJM (.5) and other lease related issues (.5 & .5) Call on preference analysis (.7) Call with Houlihan (.3 & .4) Discussion of professional fees (.4) Update email on BCBS (.5) Discussion and call regarding Cardinal Health (.8) Update, review and discussions of website (.5 & .6)	
07/15/09	MAF	Executive Comp discussions (1 & .5 & .3 & .5 & .5) Lease extension discussion (.8) Footprint presentation review (1.4) Cash impact discussion on 503(b)(9) program and Blue Cross (.8) Discussion with counsel re: preference analysis (.7)	6.50
07/16/09	MAF	Professionals update call and follow up (1 & .4) Business Plan and Footprint discussions and review (.5 & 2 & .5 & .5) Executive Comp discussions (.8 & 1.5) Call on lease extensions (.5)	7.70
07/17/09	MAF	Review and comment on Footprint document (2) Calls on BC / BS (.4 & .3) Call on 503(b)(9) motion (.5) Discussion of lease progress (.4)	3.60
07/20/09	MAF	Meeting with DJM on leases (1) Calls on court hearing (.6 & .5) Prep for testimony (2.5) Review Plan document (1.5) Calls on executive comp (.8)	6.90
07/21/09	MAF	Prep for hearing wit council (2 & .6 & 1.5 & 1) Detailed review of Preference analysis (1.5 & 1) Executive comp - meeting with management & calls (.8 & .5 & .5 & 1) Provide comments on 5 year plan (.5)	10.90
07/22/09	MAF	Attend court hearing (7) Meeting on 503(b)(9) Execution (.6) Call on cash flow (.5) Call on executive comp (.4 & .8) Board of directors dinner (2.5)	11.80
07/23/09	MAF	Call on Exec Comp (.5) Update on plan meeting and other issues (.5)	1.00
07/24/09	MAF	Call on executive comp and follow up (.8 & .7) Call on cash management (.4)	1.90
07/27/09	MAF	Call on Exec. Comp (.5) Call on cash issue (.3)	0.80
07/28/09	MAF	Discussion of various plan meetings with professionals (1) Review and modify term sheets for executive management comp (1.5) and follow up meetings related thereto (.5 & .4 & .5) Review exec. comp motion and provide comments (1) Discuss 503(b)(9) - (.6) Meeting on Cardinal deal (.7) Review Updated business plan (.5 & .9) Review and forward	8.30



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Invoice # 2021267-1  
Re: CRO  
Client/Matter # 005784.00101

Date	Consultant	Description of Services	Hours
07/29/09	MAF	cash flow models (.3) Call on leaseholds (.4) Review, finalize and forward term sheets (1.2) Call with UST re: exec. comp (.8) and follow up (.7) Discussion of comp with management (1 & .5) Call with HL and FTI on management comp (1.2) and follow up (.5 & .5) Review 503(b) (9) program elements (.7) Committee call (1) Discussion of business plan (.5)	8.50
07/30/09	MAF	Read and finalize comments to 503(b)(9) order (1 & .8) Meeting on plan document (1.5) and follow up (.5) Address further executive comp issues (1.4 & .7)	5.90
07/31/09	MAF	Discuss and forward 13 week cash flow (.5 & .3) Discuss 503(b)(9) issue - (.5) Follow up on due diligence items (.4) Executive comp updates (.5 & .3) Discussion of E&Y issue (.5)	3.00
Total Hours			140.00



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Greenville, SC 29607

Invoice # 2021267-1  
Re: CRO  
Client/Matter # 005784.00101

Fee Recap:

Consultant	Hours	Rate	Amount
Michael Feder	140.00	790.00	110,600.00
<b>Total Hours &amp; Fees</b>	<b>140.00</b>		<b>110,600.00</b>





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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021267-2

Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
07/01/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee schedule.	1.50
07/01/09	CSS	Met with Ken Jones (Bi-Lo), Jim Harpool (Bi-Lo), Michael Feder (AlixPartners) and Roy Kemper (Bi-Lo) to discuss timing and amount of employee incentive plan payments.	1.50
07/01/09	CSS	Met with Ken Jones (Bi-Lo) to discuss mid-week cash operating results and impact on the thirteen week cash flow model, daily cash flow model and overall reporting package.	1.00
07/01/09	CSS	Incorporated receipt, disbursement and timing changes in thirteen week cash flow model, daily model and reporting package per direction from Ken Jones (Bi-Lo).	3.70
07/01/09	CSS	Incorporated final changes into the cash flow reporting package and sent draft package to Ken Jones (Bi-Lo) and the internal team for review.	2.30
07/01/09	BF	Work on LL preference analysis.	1.50
07/02/09	BF	Set up model for Land Lord preference analysis.	2.50
07/02/09	CSS	Reviewed and modified sales to cash model to accommodate thirteen week cash flow model 2010 roll forward.	3.50
07/02/09	CSS	Reviewed current day results to forecast results to identify and analyze variances.	0.50
07/02/09	CSS	Incorporated new borrowing base information into cash flow reports.	0.80
07/06/09	BF	Work on Land Lord preference analysis	1.50
07/06/09	BF	Work on Land Lord preference analysis modeling.	4.50
07/06/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	2.30
07/06/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	2.50
07/06/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	2.50
07/06/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.80
07/06/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.40
07/07/09	CSS	Reviewed C&S and DSD purchase template developed by	1.00



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021267-2

Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
		Terry Stanley (Bi-Lo) to determine impact on current cash flow model.	
07/07/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee schedule.	0.80
07/07/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	3.10
07/07/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	2.90
07/07/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	3.20
07/07/09	BF	Work on analysis of discrepancies with LL historical payments. Call with staff to review and research.	1.50
07/07/09	BF	Work on grading of LL Scattergrams	2.50
07/07/09	JM	Upload new documents to Intraspect data room.	0.40
07/08/09	JM	Upload new documents to Intraspect data room.	0.50
07/08/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	3.50
07/08/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday coupled with expectations for the week.	3.40
07/08/09	CSS	Prepared and delivered reporting package to Ken Jones (Bi-Lo).	1.80
07/08/09	CSS	Prepared a Bi-Lo executive contract comparison for Brad Boggess (AlixPartners).	1.50
07/09/09	CSS	Met with Ken Jones (Bi-Lo) to discuss mid-week cash operating results and impact on the thirteen week cash flow model, daily cash flow model and overall reporting package.	1.00
07/09/09	CSS	Incorporated receipt, disbursement and timing changes in thirteen week cash flow model, daily model and reporting package per direction from Ken Jones (Bi-Lo).	3.70
07/09/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and sent draft package to Ken Jones (Bi-Lo) and the internal team for review.	3.80



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Date	Consultant	Description of Services	Hours
07/09/09	CSS	Prepared a supplemental cash basis fee schedule to support the professional fee accrual analysis prepared by Roy Kemper (Bi-Lo).	0.50
07/09/09	CSS	Worked to roll forward sales to cash model from 2009 to 2010.	1.70
07/09/09	JM	Upload new documents to Intraspect data room.	0.20
07/10/09	CSS	Prepared thirteen cash flow model and daily cash flow model for the upcoming week roll forward.	2.00
07/10/09	CSS	Prepared formal documentation of the Bi-Lo cash flow forecasting process for use by other Bi-Lo Treasury professionals.	2.00
07/10/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	2.20
07/10/09	CSS	Worked to roll forward sales to cash model from 2009 to 2010.	1.80
07/13/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	1.80
07/13/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	2.30
07/13/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	2.20
07/13/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.80
07/13/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.00
07/13/09	CSS	Prepared formal documentation of the Bi-Lo cash flow forecasting process for use by other Bi-Lo Treasury professionals.	0.90
07/14/09	CSS	Reviewed C&S and DSD purchase template developed by Terry Stanley (Bi-Lo) to determine impact on current cash flow model.	0.50
07/14/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee schedule. Sent copy of fee schedule to FTI Consulting.	1.80
07/14/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	2.70



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Date	Consultant	Description of Services	Hours
07/14/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	2.90
07/14/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	3.20
07/14/09	BF	Call with OCUC regarding calculations	0.50
07/15/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	3.30
07/15/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday coupled with expectations for the week.	3.60
07/15/09	CSS	Prepared and delivered reporting package to Ken Jones (Bi-Lo).	1.90
07/15/09	CSS	Per a request from Ken Jones (Bi-Lo), incorporated cash professional fees paid in periods 1-66 into a professional fee accrual schedule prepared by Trina Myers (Bi-Lo) and Roy Kemper (Bi-Lo).	1.40
07/16/09	CSS	Met with Ken Jones (Bi-Lo) to discuss mid-week cash operating results and impact on the thirteen week cash flow model, daily cash flow model and overall reporting package.	0.70
07/16/09	CSS	Incorporated receipt, disbursement and timing changes in thirteen week cash flow model, daily model and reporting package per direction from Ken Jones (Bi-Lo).	2.50
07/16/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and sent draft package to Ken Jones (Bi-Lo) and the internal team for review.	2.00
07/16/09	CSS	Assisted Brad Boggess (AlixPartners) in preparation of 5 year plan slides.	2.50
07/16/09	CSS	Prepared formal documentation of the Bi-Lo cash flow forecasting process for use by other Bi-Lo Treasury professionals.	3.30
07/17/09	CSS	Attended 503(b)(9) program meeting chaired by Brad Boggess (AlixPartners) and attended by Richard Sigmon (Bi-Lo), Kay Mills (Bi-Lo) and Rob Mould (Bi-Lo).	1.00
07/17/09	CSS	Reviewed and sent final cash reporting package to Ken Jones (Bi-Lo) and the internal working group.	0.30



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Date	Consultant	Description of Services	Hours
07/17/09	CSS	Assisted Brad Boggess (AlixPartners) in preparation of 5 year plan slides.	1.70
07/17/09	CSS	Prepared thirteen cash flow model and daily cash flow model for the upcoming week roll forward.	2.50
07/20/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee schedule. Prepared a summary of what invoices are to be paid in the current week.	2.00
07/20/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	1.80
07/20/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	2.00
07/21/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	1.80
07/21/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.70
07/21/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.10
07/21/09	CSS	Reviewed C&S and DSD purchase template developed by Terry Stanley (Bi-Lo) to determine impact on current cash flow model.	0.50
07/21/09	CSS	Met with Susan Howell (Bi-Lo) to discuss professional fees and invoices on deck for payment in the next two weeks.	0.90
07/21/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	2.70
07/21/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	2.10
07/21/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	1.20
07/21/09	BF	Work with modified LL data for analysis of LL preferences.	3.50
07/21/09	BF	Work on scenarios for PTO payouts	0.50
07/22/09	BF	Work on grading of preferences for LL analysis	2.50
07/22/09	BF	Work on report for LL preferences.	1.50
07/22/09	BF	Research anomalies in data sources	1.50
07/22/09	BF	Rerun analysis after correction of data anomalies.	0.50



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Date	Consultant	Description of Services	Hours
07/22/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	2.80
07/22/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday coupled with expectations for the week.	3.00
07/22/09	CSS	Prepared and delivered draft reporting package to Ken Jones (Bi-Lo).	1.50
07/22/09	CSS	Met with Kay Mills (Bi-Lo), Richard Sigmon (Bi-Lo), Dudley Jordan (AlixPartners) and Michael Feder (AlixPartners) to discuss 503(b)(9) program implementation.	0.80
07/22/09	CSS	Participated in telephonic conference with Jonathan Kohanof (Houlihan Lokey), Ken Jones (Bi-Lo) and Michael Feder (AlixPartners) to discuss thirteen week cash flow.	0.50
07/22/09	CSS	Prepared formal documentation of the Bi-Lo cash flow forecasting process for use by other Bi-Lo Treasury professionals.	1.40
07/23/09	CSS	Met with Ken Jones (Bi-Lo) to discuss mid-week cash operating results and impact on the thirteen week cash flow model, daily cash flow model and overall reporting package.	0.30
07/23/09	CSS	Researched and provided KCC invoices for Ann Chesire (Bi-Lo) in Bi-Lo legal department.	1.30
07/23/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and sent final package to Ken Jones (Bi-Lo) and the internal team for review.	2.60
07/23/09	CSS	Worked to increase efficiency of the thirteen week cash flow model.	0.90
07/23/09	CSS	Prepared formal documentation of the Bi-Lo cash flow forecasting process for use by other Bi-Lo Treasury professionals.	3.90
07/23/09	BF	Work on LL preference analysis	1.00
07/24/09	BF	Work on LL analysis and data validations	1.00
07/24/09	CSS	Spoke with Ken Jones (Bi-Lo) regarding required revolver capacity to fund ongoing working capital needs.	0.30
07/24/09	CSS	Reviewed prior revolver availability analysis provided by Ken Jones (Bi-Lo) in preparation for work in the upcoming	1.70



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Date	Consultant	Description of Services	Hours
		week.	
07/24/09	CSS	Prepared formal documentation of the Bi-Lo cash flow forecasting process for use by other Bi-Lo Treasury professionals.	1.50
07/24/09	CSS	Began process of rolling forward thirteen week cash flow model to accommodate analysis in fiscal 2010.	1.00
07/27/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	1.80
07/27/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	2.10
07/27/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	2.10
07/27/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.80
07/27/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.00
07/27/09	CSS	Developed analysis to identify and quantify working capitals swings in fiscal years 2008 and 2009.	1.00
07/28/09	CSS	Reviewed C&S and DSD purchase template developed by Terry Stanley (Bi-Lo) to determine impact on current cash flow model.	0.50
07/28/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee schedule.	1.30
07/28/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	3.00
07/28/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	2.50
07/28/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	2.00
07/28/09	CSS	Developed analysis to identify and quantify working capitals swings in fiscal years 2008 and 2009.	1.20
07/29/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	2.50
07/29/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday	2.30



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Date	Consultant	Description of Services	Hours
		coupled with expectations for the week.	
07/29/09	CSS	Prepared cash flow management section of quarterly AlixPartners fee application submitted to the court.	1.00
07/29/09	CSS	Prepared and delivered reporting package to Ken Jones (Bi-Lo).	1.00
07/29/09	CSS	Met with Ken Jones (Bi-Lo) to discuss working capital swing analysis for fiscal years 2008 and 2009.	0.80
07/29/09	CSS	Developed analysis to identify and quantify working capitals swings in fiscal years 2008 and 2009.	2.00
07/30/09	CSS	Met with Ken Jones (Bi-Lo) to discuss mid-week cash operating results and impact on the thirteen week cash flow model, daily cash flow model and overall reporting package.	0.50
07/30/09	CSS	Incorporated receipt, disbursement and timing changes in thirteen week cash flow model, daily model and reporting package per direction from Ken Jones (Bi-Lo).	1.30
07/30/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and sent draft package to Ken Jones (Bi-Lo) and the internal team for review.	2.00
07/30/09	CSS	Continued process of rolling forward thirteen week cash flow model to accommodate analysis in fiscal 2010.	3.50
07/30/09	CSS	Prepared formal documentation of the Bi-Lo cash flow forecasting process for use by other Bi-Lo Treasury professionals.	3.30
07/31/09	CSS	Prepared thirteen cash flow model and daily cash flow model for the upcoming week roll forward.	1.50
07/31/09	CSS	Prepared formal documentation of the Bi-Lo cash flow forecasting process for use by other Bi-Lo Treasury professionals.	1.00
07/31/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.00
07/31/09	CSS	Continued process of rolling forward thirteen week cash flow model to accommodate analysis in fiscal 2010.	3.50
07/31/09	JM	Upload new documents to Intraspect data room.	0.40
<b>Total Hours</b>			<b>229.80</b>





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Fee Recap:

Consultant	Hours	Rate	Amount
Barry Folse	26.50	685.00	18,152.50
Chad S Suss	201.80	365.00	73,657.00
Julia Mysinger	1.50	200.00	300.00
<b>Total Hours &amp; Fees</b>	<b>229.80</b>		<b>92,109.50</b>



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Invoice # 2021267-3  
Re: Operations  
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Date	Consultant	Description of Services	Hours
07/01/09	JB	Meeting with Mike Byars (BI LO) and Brian Carney (BI LO) to review 5 year planning presentation	2.00
07/01/09	JB	Meeting with Bill Head (BI LO) and Stacy Couch (BI LO) to review meat purchasing process and any potential issues with C&S	1.10
07/01/09	JB	Conference call with Serge Chevalier (C&S) and Steve Worrell (C&S) to review changes to spice and candy/chocolate shipping and implications to store ordering process	1.00
07/01/09	JB	Meeting with Mike Byars (BI-LO) and Jerry Nelson (IC) to discuss current status of C&S Negotiations	1.30
07/01/09	JB	Preparation for status meeting with Mike Byars (BI LO) and Jerry Nelson (IC)	0.50
07/01/09	JB	Meeting with Mike Byars (BI LO), Jerry Nelson (IC) and Tim Carroll (William Blair) to review status of C&S Negotiation workstream	0.90
07/01/09	JB	Preparation for 5 Year Presentation Review meeting with Mike Byars (BI LO) and Brian Carney (BI LO)	1.20
07/01/09	JB	Prepared analysis to compare AWG proposal to current costs incurred with C&S	1.50
07/01/09	JB	Review of real estate data provided by Colleen Johnson (BI LO) to determine feasibility of utilizing old Winn Dixie facilities	1.00
07/01/09	BB	Met with Mike Byars, Brian Carney, and Professional Team to discuss 5 year plan	1.40
07/01/09	BB	Reviewed Due Diligence task list and claims waterfall with Brian Carney and William Blair	1.20
07/01/09	BB	Revised 5 year plan documentation and analysis	2.60
07/01/09	BB	Gathered and prepared information for Term Lender due diligence	3.10
07/01/09	BB	Worked with Frito Lay Counsel, Vinson and Elkins, and Larry Stablein to resolve Frito Lay deposit	1.10
07/01/09	BB	Reviewed contract language for reject assume analysis	2.10
07/02/09	BB	Gathered information for term lender due diligence	2.60
07/02/09	BB	Research liquid highway transaction	1.90
07/02/09	BB	Worked on revisions on 5 year plan documentation	3.10



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Date	Consultant	Description of Services	Hours
07/02/09	JB	Preparation for meeting with C&S	1.10
07/02/09	JB	Meeting with representatives from C&S (Serge Chevalier, Margaret Odoi, Steve Worrell and Tom Ficht)	1.00
07/02/09	JB	Conference call with Matt Saunders (MDI) to request meat and seafood pricing file	1.30
07/02/09	JB	Preparation of list of activities to be accomplished by Jerry Nelson (IC) during the next week in my absence	1.20
07/02/09	JB	Analyzed transportation cost proposal submitted by AWG	2.20
07/02/09	JB	Prepared consolidated 5 year plan workplan update and distributed to team leads within BI-LO and	0.70
07/06/09	BB	Attending prep call for Creditor Committee Call	1.30
07/06/09	BB	Reviewed Market surveys	2.10
07/06/09	BB	Worked on Store Operations section of 5 year plan	3.30
07/06/09	BB	Worked on term lender due diligence data gathering	2.40
07/07/09	BB	Worked on resolution of Frito-Lay petition deposit	1.10
07/07/09	BB	Attended BI-LO professional call	1.60
07/07/09	BB	Gathered data for term lender due diligence	2.10
07/07/09	BB	Worked on 5 year plan documentation and preparation for review session	3.20
07/07/09	BB	Met with William Blair to discuss claims and waterfall analysis	1.10
07/07/09	BB	Developed improved teammate selection process documentation	2.20
07/08/09	BB	Dealt with store 526 issues and resolution	3.40
07/08/09	BB	Held 5 year plan review session	1.10
07/08/09	BB	Compiled 5 year plan status updates and met with Larry Gordon to discuss future administration of plan	1.60
07/08/09	BB	Analyzed and compared management contract and prepared summary for Creditors	2.10
07/08/09	BB	Prepared for and attend BI-LO creditors committee call	1.70
07/09/09	BB	Attended BI-LO bankruptcy update call	1.40
07/09/09	BB	Prepared merchandising and marketing section of 5 year plan	3.90
07/09/09	BB	Continued to prepare merchandising and marketing section	3.60



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Re: Operations  
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Date	Consultant	Description of Services	Hours
		of 5 year plan	
07/09/09	BB	Attended 5 year plan work stream update	1.60
07/10/09	BB	Met with Rob Mould to discuss contract reviews	0.70
07/10/09	BB	Met with Mike Byars to discuss personnel issues	1.10
07/10/09	BB	Attended 5 year plan review session with Mike Byars and Brian Carney	1.40
07/10/09	BB	Met with Kip Faulhaber to discuss 5 yea plan	0.30
07/10/09	BB	Dealt with store 526 issues and proposed resolution	2.80
07/10/09	BB	Revised 5 year plan documentation based on executive feedback.	1.90
07/13/09	JB	Meeting with Jerry Nelson (IC) to review previous week activities and plan for upcoming week	2.70
07/13/09	JB	Meeting with Serge Chevalier (C&S) and Jerry Nelson (IC) to discuss C&S savings estimates	1.30
07/13/09	JB	Finalized MDI Proposal analysis	1.10
07/13/09	JB	Updated Distribution workstream workplan for Larry Gordon (BI LO)	0.80
07/13/09	JB	Finalized AWG Proposal analysis	1.40
07/13/09	BB	Attended Bankruptcy Status call with Brian Carney and Mike Byars	1.10
07/13/09	BB	Worked on DEHC issue for store 526	2.10
07/13/09	BB	Worked on 5 year plan document	3.90
07/13/09	BB	Continued to work on 5 year plan document	2.40
07/14/09	BB	Held 5 year plan status update	1.10
07/14/09	BB	Reviewed footprint presentation	2.10
07/14/09	BB	Worked on gathering information for 5 year plan	3.90
07/14/09	BB	Prepared documents and analysis for 5 year plan	3.80
07/14/09	JB	Weekly conference call with C&S to discuss status of improvement initiatives identified	1.30
07/14/09	JB	Meeting with Anthea Jones (BI LO) and Jerry Nelson (IC) to discuss status of SKU rationalization initiative. Reviewed reports provided by Anthea	1.10
07/14/09	JB	Tour of SouthPark 2 facility to see gift basket inventory	2.10
07/14/09	JB	Follow up meeting with Melissa Kelly (BI LO) to discuss	1.70



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Date	Consultant	Description of Services	Hours
		plan to remove gift basket inventory in SouthPark 2 facility	
07/14/09	JB	Reviewed materials associated with C&S closure of Chattanooga facility	2.40
07/14/09	JB	Updated savings estimates based on input from C&S and internal analysis	1.60
07/15/09	JB	Participated in 5 year plan meeting with representatives from BI LO and William Blair	2.10
07/15/09	JB	Conference call with C&S to discuss their revised savings estimates	0.70
07/15/09	JB	Preparation of detailed status update document for 7/16 meeting with Mike Byars (BI LO) and Brian Carney (BI LO)	2.90
07/15/09	JB	Meeting with Jerry Nelson (IC) and Doug Chapman (BI LO) to discuss savings estimates associated with distribution changes identified	3.00
07/15/09	JB	Refinement of status update document based on feedback received from Jerry Nelson (IC)	1.80
07/15/09	BB	Attended 5 year plan financial review session	3.90
07/15/09	BB	Continued to attend 5 year plan financial review session	3.60
07/15/09	BB	Modified 5 year plan document based on feedback from group session	2.80
07/15/09	BB	Worked to resolve store 526 DEHC issues	1.40
07/16/09	BB	Met with John Croft to create executive summary for footprint presentation	1.10
07/16/09	BB	Met with Mike Byars to review executive summary of Footprint presentation	1.40
07/16/09	BB	Inserted commentary into footprint presentation	2.60
07/16/09	BB	Held bankruptcy update call with all professionals and company leadership	1.10
07/16/09	BB	Worked on 5 year plan presentation	3.80
07/16/09	JB	Conducted status update meeting with Mike Byars (BI LO), Brian Carney (BI LO) and Jerry Nelson (IC)	1.20
07/16/09	JB	Reviewed proposed contract changes submitted by C&S in 2006. Received these materials from John May (BI LO)	1.20
07/16/09	JB	Modified Company Overview section in 5 year plan	2.50



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Date	Consultant	Description of Services	Hours
		document	
07/16/09	JB	Conference call with Steve Arnold (AWG) to discuss their data requirements prior to 7/21 meeting with BI LO	1.00
07/16/09	JB	Met with John May (BI LO) to discuss AWG data requirements	0.50
07/16/09	JB	Modified portion of Turnaround Plan section of 5 year plan documents	1.00
07/16/09	JB	Meeting with Jerry Nelson (IC) prior to his departure to discuss plan for upcoming week	1.00
07/17/09	JB	Gathered data as requested by AWG	2.20
07/17/09	JB	Conference call with AWG to review data provided	1.30
07/17/09	JB	Further refinement of Company Overview and Turnaround Plan sections of 5 year plan document	1.70
07/17/09	BB	Met with Blair team to review 5 year plan	0.90
07/17/09	BB	Met with AP and Merchandising leadership to review 503 (b) 9 plan	0.90
07/17/09	BB	Created documentation and talking points for 503 (b) 9 meetings	1.10
07/17/09	BB	Reviewed Footprint documentation	2.10
07/17/09	BB	Worked on 5 year plan presentation	1.90
07/20/09	JB	Development of 5 year Plan presentation	3.00
07/20/09	JB	Meeting with Jerry Nelson (IC) to discuss C&S negotiations plan for upcoming week	1.50
07/20/09	JB	Development of 5 year plan presentation	3.00
07/20/09	JB	Attended 5 year plan update meeting with Mike Byars (BI LO) and Brian Carney (BI LO)	0.70
07/20/09	BB	Review of Footprint Document and follow up documentation and analysis	3.10
07/20/09	BB	Bankruptcy update call with all professionals	1.20
07/20/09	BB	Worked on 5 year plan documentation	3.90
07/20/09	BB	Developed 503 (b) 9 process and documentation	2.10
07/21/09	BB	Met with John Croft to review 5 year plan financial	1.10
07/21/09	BB	5 year plan session with Blair and Management	3.90
07/21/09	BB	Continued 5 year plan session with Blair and Management	3.50



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021267-3

Re: Operations  
Client/Matter # 005784.00103

Date	Consultant	Description of Services	Hours
07/21/09	BB	Revised 5 year plan document based on input from management session	3.90
07/21/09	BB	Continued to Revise 5 year plan document based on input from management session	2.40
07/21/09	JB	Prepared for AWG Meeting	1.30
07/21/09	JB	Participated in AWG meeting	3.10
07/21/09	JB	Participated in 5 year plan meeting with John Croft (BI LO), Tim Carroll (William Blair), Mike Byars (BI LO) and Brian Carney (BI LO)	2.80
07/21/09	JB	Revised 5 year plan presentation based on feedback received from BI LO executive team	3.10
07/21/09	JB	Developed 5 year plan presentation	1.80
07/22/09	JB	Prepared for, and participated in, SKU reduction meeting with Kip Faulhaber (BI LO) and Charles Slezak (BI LO)	2.70
07/22/09	JB	Participated in 5 year plan presentation review meeting with Mike Byars (BI LO), Brian Carney (BI LO), John Croft (BI LO) and Larry Gordon (BI LO)	2.50
07/22/09	JB	Modified 5 year plan presentation	3.10
07/22/09	JB	Further modifications to 5 year plan based on William Blair input	2.10
07/22/09	BB	Met with Mike Byars, Brian Carney, and Bill Nasshan to review 5 year plan document	3.20
07/22/09	BB	Made revisions to 5 year plan and produced full documents	3.90
07/22/09	BB	Reviewed changes to 5 year plan document with working team and made modifications	2.80
07/23/09	BB	Held review session with Board of Directors	5.10
07/23/09	BB	Made revisions to 5 year plan based on management changes	2.30
07/23/09	JB	Prepared for 5 year plan presentation with board	1.60
07/23/09	JB	Participated in 5 year plan presentation with Board	3.10
07/23/09	JB	Participated in follow up meeting with select Board members to discuss status of C&S negotiations	1.30
07/23/09	JB	Modification of 5 year plan presentation based on feedback received from Board members	2.80
07/23/09	JB	Meeting with Melissa Kelly (BI LO) to review status of gift basket inventory draw down and plan for next steps	1.40



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Re: Operations  
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Date	Consultant	Description of Services	Hours
07/24/09	JB	Preparation and participation in update meeting with Mike Byars	3.10
07/24/09	JB	Updated 5 year plan presentation	1.40
07/24/09	BB	Revised 5 year plan document	3.00
07/27/09	JB	Conference call with AWG regarding their proposal and subsequent proposal analysis	2.20
07/27/09	JB	Conference call with Jerry Nelson (IC) to plan for upcoming week and to provide update on last week's activities	1.20
07/27/09	BB	Attended BI-LO Bankruptcy update call	1.10
07/27/09	BB	Worked on development of 5 year plan presentation	3.90
07/27/09	BB	Attended 5 year plan review meeting with BI-LO leadership	3.40
07/28/09	BB	Revised financial's for 5 year plan	3.90
07/28/09	BB	Continued to revise 5 year plan resonation	3.90
07/28/09	BB	Continued to revise 5 year plan presentation	3.90
07/28/09	BB	Worked on Frito reconciliation	2.10
07/28/09	JB	Prepared speaker notes for 5 year plan presentation	1.20
07/29/09	JB	Analysis of Transportation proposal that was developed by C&S	2.40
07/29/09	JB	Meeting with Anthea Jones (BI LO) and Bill Nashaan (BI LO) to discuss SKU rationalization project and importance to Distribution team	1.20
07/29/09	JB	Meeting with Ken Peterson (BI LO) to discuss new Supply Chain Manager position we are proposing; reviewed sample job descriptions provided by Ken	1.40
07/29/09	JB	Made edits to 5 year plan presentation based on feedback from BI LO executive team and other professionals	3.10
07/29/09	JB	Prepared status update for Mike Byars (BI LO)	1.00
07/29/09	BB	Met with BI-LO leadership to review 5 year plan presentation	3.10
07/29/09	BB	Held UCC conference call	1.30
07/29/09	BB	Worked on 5 year plan conference call	3.90
07/29/09	BB	Continued to refine 5 year plan presentation and back up documentation	3.50
07/29/09	BB	Negotiated settlement with National Music Rack	2.70





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Re: Operations  
Client/Matter # 005784.00103

Date	Consultant	Description of Services	Hours
07/29/09	JB	Transportation discussion and meeting with John Croft (BI LO), John May (BI LO) and Jerry Nelson (IC)	1.70
07/30/09	BB	Held final review session with BI-LO management of 5 year plan	3.80
07/30/09	BB	Revised 5 year plan based on management input	3.90
07/30/09	BB	Continued to revise 5 year plan	3.20
07/30/09	JB	Prepared for and participated in weekly meeting with C&S to update progress of improvement initiatives	2.40
07/30/09	JB	Participated in 5 year plan presentation review with various members from BI-LO and William Blair	1.60
07/30/09	JB	Updated 5 year plan presentation based on feedback received during meeting. Updated speaker notes as well.	2.90
07/30/09	JB	Prepared for and participated in meeting with Bob Denomme (BI LO) to discuss his concerns about changes being made in SouthPark 3 Distribution Center	2.30
07/30/09	JB	Conducted analysis, at request of Bob Denomme (BI LO) around potential alternatives to changes being made at SouthPark 3 distribution center	1.20
07/31/09	JB	Follow up call with Serge Chevalier at C&S to discuss SouthPark 3 DC changes	1.40
07/31/09	JB	Review of final 5 year plan presentation; clean up presentation to ensure high quality printing; review print documents	3.10
07/31/09	JB	Prepared first draft of job description for Supply Chain Manager role	1.10
07/31/09	BB	Prepared 5 year plan presentation for printing and posting	2.70
07/31/09	BB	Managed posting to data site and access for key constituents	1.10
07/31/09	BB	Prepare speaker notes and summary documentation 5 year plan presentation	2.10
07/31/09	BB	Prepared logistics for 5 year plan review in Charlotte	1.80
07/31/09	BB	Reviewed contract rejection progress	1.40
<b>Total Hours</b>			<b>355.60</b>



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Re: Operations  
Client/Matter # 005784.00103

Fee Recap:

Consultant	Hours	Rate	Amount
John Bonno	136.40	595.00	81,158.00
Brad Boggess	219.20	595.00	130,424.00
<b>Total Hours &amp; Fees</b>	<b>355.60</b>		<b>211,582.00</b>



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Invoice # 2021267-4  
Re: Post Filing  
Client/Matter # 005784.00106

Date	Consultant	Description of Services	Hours
07/01/09	DJ	Conference call with M. Feder and B. Folse to discuss the parameters of a preference analysis for real estate leases.	0.50
07/01/09	DJ	Follow up with V. Ressler and M. Smith to collect data necessary to perform a preference analysis on real estate leases; discussion of such data with B. Folse; and review and modification of the data for use in the preference model.	2.50
07/01/09	DJ	Multiple conferences and correspondence with B. Northington and C. Dewitt regarding payment of pre-petition balances owed to certain IT contractors for services reimbursed by a vendor post-petition; and review of authority under first day motions.	1.20
07/01/09	DJ	Discussion with B. Boggess about documents to produced in response to a discovery request; review and gathering of such documents; and preparation of such documents for production	1.70
07/01/09	DJ	Correspondence and conference with D. Ryan and B. Watkins regarding the potential rejection damages for rejecting and existing vendor agreement; review of such agreement; calculation of potential rejection damages; and follow up discussions and correspondence regarding same.	3.80
07/02/09	DJ	Correspondence and conferences with B. Wright, J. Bedenbaugh, M. Feder, and D. Bryant concerning necessary amendments to the Schedules and SOFAs on file with the court; review of proposed changes; and follow up to collect additional data.	3.20
07/06/09	DJ	Conferences and correspondence with D. Bryant, J. Bednebaugh, and A. Chesire regarding amendments to SOFAs and schedules; and collecting data and amended certain SOFAs and schedules including B, and SOFAs 4, 17, and 19.	3.90
07/06/09	DJ	Research regarding payments made to Ordinary Course Professionals; updated the list of OCPs that BI-LO is authorized to pay; and correspondence related to the agreed amendment to the OCP order to decrease the authorized amount to be paid to OCPs.	0.70
07/07/09	DJ	Correspondence, phone conference and follow up with J. Francis regarding amendment to Schedules G & H; and review of Schedules G & H as filed for certain identified co-debtors and contract counter parties.	1.50



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Date	Consultant	Description of Services	Hours
07/07/09	DJ	Conferences with B. Boggess and R. Sigmon regarding the proposed stipulation related to pre-petition amounts due from Frito-Lay; reviewed Frito Lay detail and initiated the reconciliation process between BI-LO and Frito Lay.	2.20
07/07/09	DJ	Conferences and correspondence with B. Wright and J. Bednebaugh related to SOFA 4; and amended SOFA 4 with additional information.	1.10
07/07/09	DJ	Phone conferences and correspondence with B. Folse, V. Ressler, and R. Sigmon regarding payment data for real estate lease for preference analysis; reviewed all such payment data for the year preceding the petition data; and made requests for additional data for the analysis.	1.50
07/07/09	DJ	Review of the proposed agreement with Frontline Marketing as part of the contracts assume/reject program.	0.80
07/07/09	DJ	Review of the reconciliation on the pre-petition amounts owed to National Music Rack; discussion of such reconciliation with R. Sigmon; and correspondence with G. Iorio with NMR regarding such reconciliation.	1.80
07/08/09	DJ	Multiple conferences and phone conferences with A. Chesire, J. Bednebaugh and D. Bryant regarding amendments to Schedules and SOFAs; review of all completed and proposed amendments; and modification of certain Schedules and SOFAs based on new information received.	2.90
07/08/09	DJ	Review of agreement and correspondence with Intercon; and correspondence and phone conference with C. Dewitt regarding BI-LO's options under the agreement pursuant to the contracts assume/reject program.	1.60
07/08/09	DJ	Review of the Motion for payment of 503(b)(9) claim filed by American Greetings; correspondence and phone conferences with M. Feder and A. Kelli regarding such motion; phone conference with R. Sigmon to determine general accuracy of AGs claim; and made a request for additional data from AG to perform the reconciliation.	1.50
07/08/09	DJ	Updated the contracts assume/reject model with information received from A. Jones; B. Watkins; C. Johnson; and C. Dewitt; and modified the template for reporting purposes.	3.90
07/09/09	DJ	Review and comment on lease rejection analysis and specifically its incorporation of sublease revenues into the	1.10



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Date	Consultant	Description of Services	Hours
		rejection analysis.	
07/09/09	DJ	Compiled draft of monthly operating report for Period 6.	2.20
07/09/09	DJ	Correspondence and discussion with K. Mills related to the payments of pre-petition liabilities for the monthly operating report; prepared the disclosure; and incorporated it into the draft of the MOR.	1.50
07/09/09	DJ	Correspondence and discussion with R. Sigmon regarding the American Greeting Cards reconciliation of pre-petition liabilities; review of the reconciliation; and conference with M. Feder about the status of the reconciliation.	1.80
07/09/09	DJ	Updated the contracts assume/reject model with information related to rejected real estate leases and current real estate leases.	2.10
07/10/09	DJ	Correspondence with D. Bryant and S. Howell regarding additions to Schedule F-3; and incorporated additions into amended schedule.	1.30
07/10/09	DJ	Review of additional contract information collected during the contract assume/reject program for inclusion in amendments to Schedule G; and gathered additional data necessary for amendment.	2.50
07/13/09	DJ	Multiple discussions and correspondence with G. Iorio and R. Sigmon in order to reconcile the National Music Rack 503(b)(9) claim with the Company's records; performed the reconciliation; and followed up with G. Iorio to confirm.	3.50
07/13/09	DJ	Discussions and correspondence with R. Sigmon and P. Holden to get data to perform the Frieda's PACA reconciliation; and performed such reconciliation.	2.10
07/14/09	DJ	Multiple phone conferences and correspondence with B. Folse, R. Kemper, and M. Smith to gather data and information to perform a preference analysis on payments to Landlords within 90 days of the petition date.	3.90
07/14/09	DJ	Multiple phone conferences and correspondence with G. Cauthen, M. Feder, R. Sigmon, and P. Holden to gather data to perform the reconciliation of the Kehe 503(b)(9) claim; and performed such reconciliation.	2.50
07/14/09	DJ	Multiple phone conferences and correspondence with V. Ressler, K. Mills, R. Sigmon, J. Ballard, K. Jones and M. Feder to gather data and prepare the Monthly Operating	3.90



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Re: Post Filing  
Client/Matter # 005784.00106

Date	Consultant	Description of Services	Hours
		Report for period 6.	
07/15/09	DJ	Travel from Greenville, SC to DFW.	4.50
07/15/09	DJ	Phone conferences, correspondence and meeting with C. Hartin to discuss the contract assume/reject program as it relates to pharmacy contracts; and modification of the model for his review and analysis.	1.50
07/15/09	DJ	Phone conferences, correspondence and meeting with R. Mould related to the contract assume/reject program and modification of the model for his review and analysis.	1.50
07/15/09	DJ	Meeting and phone conferences with V. Ressler and A. Brooks to gather the outstanding claims data for review by the external auditors; and retrieval and review of claim back up for certain filed claims.	1.20
07/15/09	DJ	Phone conferences and correspondence with P. Holden and R. Sigmon to gather data for the reconciliation of the Frito-Lay 503(b)(9) claim; and performed such reconciliation.	2.20
07/16/09	DJ	Multiple phone conferences and correspondence with V. Ressler, K. Mills, R. Sigmon, and K. Jones to complete the data gathering for the Monthly operating Report for Period 6; compile the report; and transmit it for review and filing to all necessary parties.	3.90
07/20/09	DJ	Review and comment on the latest draft of the 5-year planning document.	1.20
07/20/09	DJ	Review of all terms and amounts related to the 503(b)(9) Program; multiple phone conferences with R. Sigmon to gather additional data and confirm terms and amounts; and review of updated terms based on manual system adjustments.	3.20
07/20/09	DJ	Receipt and review of additional data related to Kehe's 503(b)(9) claim and incorporation of such data into the reconciliation.	1.10
07/21/09	DJ	Review and comment on the latest version of the 5-year planning document.	1.10
07/21/09	DJ	Review of documentation related to NDC Health's contract; discussion with C. De Witt regarding the appropriate pre-post split; and phone conference with counsel for NDC Health to start the reconciliation process for the post-petition amount.	2.20
07/21/09	DJ	Correspondence and conference with B. Folse related to the	2.20



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Date	Consultant	Description of Services	Hours
		preference analysis for the pre-petition payments to landlords; and follow up with M. Smith and R. Kemper to gather additional information.	
07/21/09	DJ	Updated the contracts assume/reject model with information provided by C. Hartin related to certain pharmacy contracts; followed up on certain contracts to ensure proper treatment; and calculation of certain rejection damages on certain contracts.	3.10
07/21/09	DJ	Meeting with M. Feder and D. Kleiner to prepare for the 503(b)(9) testimony related to the 503(b)(9) program.	1.10
07/22/09	DJ	Meeting with C. Suss to prepare for a logistics meeting related to the 503(b)(9) program.	0.80
07/22/09	DJ	Correspondence and meeting with B. Boggess related to the process for confirming pre-petition vendor terms with operation personnel; preparation of a term schedule; and correspondence with certain operation personnel to confirm terms related to the 503(b)(9) program.	1.50
07/22/09	DJ	Meeting with M. Feder, C. Suss, R. Sigmon, K. Mills and P. Holden to discuss logistics and necessary information to implement the 503(b)(9) Program approved by the Court.	1.20
07/22/09	DJ	Modification of the 503(b)(9) letter to allow for vendors to register their claims as to amounts and terms in the Trade Agreements; and sent the revisions to A. Kelly for review.	1.50
07/22/09	DJ	Prepared a schedule for the 300+ vendors who are potential participants in the 503(b)(9) program to be used to populate the Trade Agreements with terms and claim amounts; and prepared a tracking schedule for returned agreements.	2.70
07/22/09	DJ	Correspondence with Kehe's counsel related to its PACA claim and follow up to gather additional information.	0.50
07/22/09	DJ	Correspondence with A. Brooks to obtain address information for the 503(b)(9) trade agreements; reviewed and modified the data received; and built an spreadsheet to be used to populate such data into the Trade Agreements.	2.50
07/23/09	DJ	Review of American Greeting's 503(b)(9) claim; Conference with R. Sigmon and P. Holden to gather data to perform reconciliation; and performed such reconciliation.	2.20
07/23/09	DJ	Created a merge template for the Trade Agreements; linked it to the merge terms and 503(b)(9) amounts in associated	2.50



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Date	Consultant	Description of Services	Hours
		spreadsheets; and performed test run to ensure that the linkage worked properly.	
07/24/09	DJ	Correspondence and discussions with M. Feder, K. Jones, T. Carroll, and G. Cauthen regarding modification of certain schedules included in the Monthly Operating Reports.	1.10
07/24/09	DJ	Correspondence and discussions with B. Boggess, B. Head, and S. Couch related to confirmation of vendor terms for the 503(b)(9) Program; and incorporation of comments into the appropriate merge document for the Trade Agreements.	2.20
07/24/09	DJ	Correspondence and phone conference with C. Suss related to Ordinary course professional reporting; created an OCP tracking schedule from all reported OCP payments in previous Monthly Operating Reports; and provided such schedule to D. Bryant for future reconciliations to the overall cap in the OCP order.	2.50
07/27/09	DJ	Conference and correspondence with K. Mills, R. Sigmon, and L. Roberts to discuss the Frito-Lay reconciliation; gathered additional data from FL and from BI-LO; completed the reconciliation and proposed a settlement amount for pre-petition amounts due to/from FL.	2.70
07/27/09	DJ	Correspondence and discussion with V. Ressler and A. Brooks regarding the most recent claims listing; received such list and reviewed it for updates and additional claims filed.	1.10
07/27/09	DJ	Correspondence and conferences with K. Mills, D. Kirk and D. Sluder regarding pre-petition amounts owed to Claxton; researched all first day motions to determine whether or not the Debtor had authority to pay these amounts; and communication of results.	1.50
07/28/09	DJ	Completed drafting changes to 503(b)(9) Program Agreement; prepared data merge files for all vendors eligible for the program; and set up templates for the letters to pull data from the vendor terms and amounts file.	3.50
07/28/09	DJ	Discussions and correspondence with J. Bedenbaugh, L. Hunt, and J. Francis regarding updates to litigation schedules, Schedule G and Schedule H; and updated various schedules based on new information provided.	1.50
07/28/09	DJ	Correspondence and meeting with R. Mould regarding updates to the contracts assume/reject program from the	2.20





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Date	Consultant	Description of Services	Hours
		merchandising area; reviewed the data provided; and added it to the master model.	
07/28/09	DJ	Correspondence and meeting with R. mould regarding terms for certain vendors to be used in the 503(b)(9) Agreements; reviewed such terms; and updated the merge file with new terms.	0.70
07/28/09	DJ	Multiple discussions and correspondence with M. Feder, G. Cauthen, T. Carroll, and K. Jones regarding a proposed new format fro certain schedules in the Monthly Operating Reports.	0.80
07/28/09	DJ	Correspondence and discussion with P. Holden to get data to perform the reconciliation of Kehe 503(b)(9) claims.	0.50
07/29/09	DJ	Correspondence with B. Boggess and P. Holden regarding American Greetings' 503(b)(9) claim; reviewed AG's related motion and detail of such claims; gathered detail of form BI-LO's records of such claims; and began reconciling the balances.	2.20
07/29/09	DJ	Received updated spreadsheet related to all the Debtor's contracts from L. Hunt; reviewed such SS; and added the updates to the contracts assume/reject master file.	3.50
07/29/09	DJ	Correspondence with K. Sanfilippo regarding certain sports related contracts; reviewed such contracts; and included the information in the contracts assume/reject master file.	1.50
07/29/09	DJ	Correspondence with R. Cuyler regarding the Vertis agreement; reviewed such agreement and added the information to the contracts assume/reject master file.	1.50
07/29/09	DJ	Correspondence with J. Gianakis regarding the E. Penland contract; reviewed such contract; and added the information to the contracts assume/reject program.	1.20
07/30/09	DJ	Phone conference and correspondence with C. Dewitt regarding the agreements with Agilysis; reviewed all such contracts; and provided comments regarding such renewals.	1.80
07/30/09	DJ	Multiple meetings and correspondence with C. Suss, M. Feder, B. Boggess, and J. Bonno to collect information for the quarterly report for the U.S. Trustee; and drafted, reviewed and revised such report for filing.	2.50
07/30/09	DJ	Correspondence from B. Boggess regarding PACA claims from Senn Brothers; reviewed all backup documentation	1.10



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Date	Consultant	Description of Services	Hours
		regarding such claims; and discussion with K. Mills regarding timing of payment for such claims.	
07/30/09	DJ	Discussion with D. Faber and Debtor's print shop to coordinate printing of the 503(b)(9) Program agreements, order, and envelopes.	0.50
07/30/09	DJ	Began initial preparations of the claims database for all debtors including loading all administrative information into the database to prepare for data entry.	2.50
Total Hours			148.70



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Fee Recap:

Consultant	Hours	Rate	Amount
Dudley Jordan	148.70	450.00	66,915.00
<b>Total Hours &amp; Fees</b>	<b>148.70</b>		<b>66,915.00</b>



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Invoice # 2021267-5

Re: Travel  
Client/Matter # 005784.00108

Date	Consultant	Description of Services	Hours
07/02/09	BB	Travel Home from BI-LO	3.50
07/02/09	JB	Travel from BI LO to Home	2.80
07/02/09	DJ	Travel from Greenville, SC to DFW.	4.50
07/02/09	MAF	Travel from Bi-Lo (3.5)	3.50
07/06/09	MAF	Travel to Bi-Lo (3.5)	3.50
07/06/09	DJ	Travel from DFW to Greenville, SC.	4.50
07/06/09	BB	Drive to BI-LO	2.50
07/10/09	BB	Drive Home from BI-LO	2.50
07/10/09	DJ	Travel from Greenville, SC to DFW.	4.50
07/10/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
07/10/09	MAF	Travel from Bi-Lo (3.5)	3.50
07/13/09	MAF	Travel to Bi-Lo (3.5)	3.50
07/13/09	JB	Travel from Home to BI-LO HQ	3.10
07/13/09	BB	Travel to BI-LO	2.50
07/13/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	3.50
07/13/09	DJ	Travel from DFW to Greenville, SC.	4.50
07/16/09	JB	Travel from BI LO to Home	2.70
07/17/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
07/17/09	BB	Travel home from BI-LO	4.00
07/17/09	MAF	Travel from Bi-Lo (3.5)	3.50
07/20/09	MAF	Travel to BI-LO	3.50
07/20/09	DJ	Travel from DFW to Greenville, SC.	4.50
07/20/09	JB	Travel from Home to BI-LO HQ	2.90
07/20/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	3.50
07/20/09	BB	Drive to BI-LO	2.50
07/23/09	BB	Travel home	3.40
07/23/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
07/23/09	DJ	Travel from Greenville, SC to DFW.	4.50
07/23/09	MAF	Travel from BI-LO (3.5)	3.50
07/24/09	JB	Travel from BI-LO to Home	2.80



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BI-LO, LLC  
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208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021267-5  
Re: Travel  
Client/Matter # 005784.00108

Date	Consultant	Description of Services	Hours
07/27/09	BB	Travel to BI-LO	2.50
07/27/09	DJ	Travel from DFW to Greenville, SC.	4.50
07/27/09	MAF	Travel to Bi-Lo	3.50
07/27/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	2.50
07/28/09	JB	Travel to BI LO HQ	2.50
07/30/09	BB	Travel home from BI-LO	3.20
07/31/09	JB	Travel From BI LO to Home	2.80
07/31/09	MAF	Travel from Bi-Lo (3.5)	3.50
07/31/09	DJ	Travel from Greenville, SC to DFW.	4.50
07/31/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
Total Hours			137.20



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Milan Munich New York Paris San Francisco Shanghai Tokyo

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Fee Recap:

Consultant	Hours	Rate	Amount
Michael Feder	31.50	790.00	24,885.00
John Bonno	19.60	595.00	11,662.00
Brad Boggess	26.60	595.00	15,827.00
Dudley Jordan	36.00	450.00	16,200.00
Chad S Suss	23.50	365.00	8,577.50
<b>Total Hours &amp; Fees</b>	<b>137.20</b>		<b>77,151.50</b>



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Re: Travel  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
06/15/09	Meals & Tips Dudley Jordan-Breakfast	4.50
06/15/09	Parking & Tolls Chadwick Suss	6.00
06/16/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-6/15/20 09-6/17/2009	491.70
06/16/09	Meals & Tips Chadwick Suss-Breakfast	7.47
06/16/09	Parking & Tolls Chadwick Suss	6.00
06/17/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville-6/15/2009-6/18/2009	655.60
06/17/09	Meals & Tips Chadwick Suss-Breakfast	4.10
06/17/09	Parking & Tolls Chadwick Suss	6.00
06/18/09	Airfare Change Fees Dudley Jordan	150.00
06/18/09	Airfare Dudley Jordan-6/22/09-DFW TO GSP	858.70
06/18/09	Airfare Chadwick Suss-6/29/09-CHICAGO, IL AND GREENVILLE, SC	583.11
06/18/09	Airfare Service Charge Chadwick Suss-6/29/09	13.00
06/18/09	Airfare Service Charge Dudley Jordan	13.00
06/18/09	Airfare Service Charge Dudley Jordan	13.00
06/18/09	Meals & Tips Chadwick Suss-Breakfast	4.10
06/18/09	Parking & Tolls Chadwick Suss	6.00
06/19/09	Gas/Fuel Chadwick Suss	14.80
06/19/09	Lodging Chadwick Suss-Sheraton-Charlotte-6/19/2009	114.10
06/19/09	Meals & Tips Chadwick Suss-Dinner	10.26
06/19/09	Meals & Tips Chadwick Suss-Breakfast	4.10
06/19/09	Rental Car Chadwick Suss-4 Days-Greenville	333.75
06/20/09	Cab Fare/Ground Transportation Chadwick Suss	39.55
06/20/09	Meals & Tips Chadwick Suss-Breakfast	10.55
06/22/09	Cab Fare/Ground Transportation Chadwick Suss	10.00
06/22/09	Meals & Tips Chadwick Suss-Breakfast	5.18
06/22/09	Parking & Tolls Chadwick Suss	6.00
06/22/09	Long Distance Calls - - VENDOR: Raindance Communications, Inc. Michael Feder	9.63
06/22/09	Train Chadwick Suss-CHICAGO	2.25



Chicago Dallas Detroit Dusseldorf London Los Angeles  
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Re: Travel  
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Date	Disbursement Description	Amount
06/23/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville-6/22/2009-6/25/2009	655.60
06/23/09	Meals & Tips Chadwick Suss-Breakfast	4.10
06/23/09	Parking & Tolls Chadwick Suss	6.00
06/24/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-6/22/20 09-6/25/2009	655.60
06/24/09	Meals & Tips Chadwick Suss-Breakfast	7.02
06/24/09	Parking & Tolls Chadwick Suss	6.00
06/25/09	Airfare Chadwick Suss-7/13/09-ORD AND GSP	432.23
06/25/09	Airfare Service Charge Chadwick Suss-7/13/09	13.00
06/25/09	Meals & Tips Chadwick Suss-Breakfast	10.42
06/25/09	Parking & Tolls Chadwick Suss	6.00
06/25/09	Meals - Engagement Team Dudley Jordan-Dinner-Bilo-Dudley Jordan	32.50
06/26/09	Airfare Dudley Jordan-6/29/09-DFW TO GSP	878.70
06/26/09	Airfare Service Charge Dudley Jordan	13.00
06/26/09	Cab Fare/Ground Transportation Chadwick Suss	10.00
06/26/09	Gas/Fuel Chadwick Suss	9.01
06/26/09	Meals & Tips Chadwick Suss-Breakfast	6.35
06/26/09	Long Distance Calls - - VENDOR: Raindance Communications, Inc. Michael Feder	12.33
06/26/09	Rental Car Chadwick Suss-4 Days-Greenville	257.25
06/26/09	Rental Car Dudley Jordan-4 Days-Greenville	265.13
06/26/09	Train Chadwick Suss-CHICAGO	2.25
06/27/09	Meals & Tips Dudley Jordan-Breakfast	4.50
06/27/09	Meals & Tips Dudley Jordan-Breakfast	4.50
06/29/09	Cab Fare/Ground Transportation Michael Feder	40.00
06/29/09	Cab Fare/Ground Transportation Chadwick Suss	10.00
06/29/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenville-6/29/2009-7/1/2009	509.70
06/29/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville-6/29/2009-7/1/2009	491.70
06/29/09	Meals & Tips Dudley Jordan-Breakfast	6.31





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Milan Munich New York Paris San Francisco Shanghai Tokyo

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Re: Travel  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
06/29/09	Meals & Tips Dudley Jordan-Breakfast	5.50
06/29/09	Meals & Tips Michael Feder-Breakfast	8.00
06/29/09	Meals & Tips John Bonno-Breakfast	8.40
06/29/09	Meals & Tips Chadwick Suss-Breakfast	11.71
06/29/09	Parking & Tolls John Bonno	6.00
06/29/09	Parking & Tolls Michael Feder	6.00
06/29/09	Parking & Tolls Dudley Jordan	128.65
06/29/09	Parking & Tolls Chadwick Suss	6.00
06/29/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Michael Feder; Chad Suss; Brad Boggess; John Bonno; Dudley Jordan	139.39
06/29/09	Train Chadwick Suss-CHICAGO	2.25
06/30/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenvil le-6/29/2009-7/1/2009	689.70
06/30/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-6/29/20 09-7/1/2009	491.70
06/30/09	Meals & Tips Dudley Jordan-Breakfast	7.50
06/30/09	Meals & Tips Dudley Jordan-Breakfast	6.31
06/30/09	Meals & Tips Chadwick Suss-Breakfast	7.59
06/30/09	Meals & Tips Michael Feder-Breakfast	6.00
06/30/09	Meals & Tips John Bonno-Breakfast	5.27
06/30/09	Parking & Tolls John Bonno	6.00
06/30/09	Parking & Tolls Michael Feder	6.00
06/30/09	Parking & Tolls Chadwick Suss	6.00
06/30/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Michael Feder; Brad Boggess; Chad Suss	165.00
07/01/09	Phone - Internet Access Bradley Boggess	9.95
07/01/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenvil le-6/29/2009-7/1/2009	491.70
07/01/09	Meals & Tips Michael Feder-Breakfast	6.00
07/01/09	Meals & Tips Chadwick Suss-Breakfast	6.19
07/01/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/01/09	Meals & Tips John Bonno-Breakfast	7.20
07/01/09	Parking & Tolls John Bonno	6.00



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Re: Travel  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
07/01/09	Parking & Tolls Michael Feder	6.00
07/01/09	Parking & Tolls Chadwick Suss	6.00
07/01/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Chad Suss; Michael Feder; Dudley Jordan; Brad Boggess	219.57
07/02/09	Airfare Michael Feder-7/13/09-ORD TO CLT TO ORD	378.70
07/02/09	Airfare Dudley Jordan-7/6/09-DFW TO GSP	878.70
07/02/09	Airfare Service Charge Dudley Jordan	13.00
07/02/09	Cab Fare/Ground Transportation Michael Feder	42.00
07/02/09	Gas/Fuel John Bonno	30.23
07/02/09	Gas/Fuel John Bonno	19.00
07/02/09	Gas/Fuel Chadwick Suss	13.04
07/02/09	Meals & Tips Michael Feder-Breakfast	6.00
07/02/09	Meals & Tips John Bonno-Breakfast	5.59
07/02/09	Meals & Tips John Bonno-Dinner	11.65
07/02/09	Meals & Tips Chadwick Suss-Breakfast	5.69
07/02/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/02/09	Mileage Bradley Boggess-154 Miles	84.70
07/02/09	Rental Car John Bonno-6 Days-Atlanta	249.99
07/02/09	Rental Car Dudley Jordan-3 Days-Greenville	248.21
07/02/09	Rental Car Chadwick Suss-3 Days-Greenville	205.79
07/02/09	Rental Car Michael Feder-3 Days-Charlotte	323.42
07/06/09	Airfare Chadwick Suss-7/20/09-ORD AND GSP	471.40
07/06/09	Airfare Service Charge Chadwick Suss-7/20/09	13.00
07/06/09	Cab Fare/Ground Transportation Michael Feder	41.00
07/06/09	Phone - Internet Access Bradley Boggess	9.95
07/06/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-7/6/2009-7/9/2009	611.60
07/06/09	Meals & Tips Dudley Jordan-Dinner	5.50
07/06/09	Meals & Tips Michael Feder-Breakfast	8.00
07/06/09	Meals & Tips Bradley Boggess-Breakfast	8.91
07/06/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/06/09	Meals & Tips Chadwick Suss-Breakfast	9.23



Chicago Dallas Detroit Dusseldorf London Los Angeles  
Milan Munich New York Paris San Francisco Shanghai Tokyo

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Client/Matter # 005784.00108

Date	Disbursement Description	Amount
07/06/09	Parking & Tolls Chadwick Suss	6.00
07/06/09	Parking & Tolls Dudley Jordan	102.92
07/06/09	Parking & Tolls Michael Feder	6.00
07/06/09	Research - - VENDOR: Pacer Service Center	86.48
07/06/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Dudley Jordan; Michael Feder; Brad Boggess; Chad Suss	107.00
07/07/09	Airfare Michael Feder-7/31/09-CLT TO ORD	196.10
07/07/09	Phone - Internet Access Bradley Boggess	9.95
07/07/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenville-7/6/2009-7/9/2009	679.60
07/07/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/07/09	Meals & Tips Bradley Boggess-Breakfast	7.52
07/07/09	Meals & Tips Michael Feder-Breakfast	6.00
07/07/09	Meals & Tips Bradley Boggess-Breakfast	4.50
07/07/09	Meals & Tips Chadwick Suss-Breakfast	4.10
07/07/09	Parking & Tolls Chadwick Suss	6.00
07/07/09	Parking & Tolls Michael Feder	6.00
07/07/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Michael Feder; Dudley Jordan; Chad Suss; Brad Boggess	196.06
07/08/09	Phone - Internet Access Bradley Boggess	9.95
07/08/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenville-7/6/2009-7/9/2009	655.60
07/08/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville-7/6/2009-7/9/2009	655.60
07/08/09	Meals & Tips Chadwick Suss-Breakfast	4.10
07/08/09	Meals & Tips Chadwick Suss-Dinner	20.00
07/08/09	Meals & Tips Michael Feder-Breakfast	6.00
07/08/09	Meals & Tips Michael Feder-Dinner	16.00
07/08/09	Meals & Tips Bradley Boggess-Breakfast	6.91
07/08/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/08/09	Parking & Tolls Chadwick Suss	6.00
07/08/09	Parking & Tolls Michael Feder	6.00
07/09/09	Airfare Michael Feder-7/20/09-ORD TO CLT	197.60



Chicago Dallas Detroit Dusseldorf London Los Angeles  
Milan Munich New York Paris San Francisco Shanghai Tokyo

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Date	Disbursement Description	Amount
07/09/09	Airfare Service Charge Michael Feder-7/20/2009	39.00
07/09/09	Phone - Internet Access Bradley Boggess	9.95
07/09/09	Meals & Tips Bradley Boggess-Breakfast	9.35
07/09/09	Meals & Tips Michael Feder-Breakfast	6.00
07/09/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/09/09	Meals & Tips Chadwick Suss-Breakfast	9.75
07/09/09	Parking & Tolls Michael Feder	6.00
07/09/09	Parking & Tolls Chadwick Suss	6.00
07/10/09	Airfare Dudley Jordan-7/13/09-DFW TO GSP	878.70
07/10/09	Airfare Service Charge Dudley Jordan	13.00
07/10/09	Cab Fare/Ground Transportation Michael Feder	42.00
07/10/09	Cab Fare/Ground Transportation Chadwick Suss	10.00
07/10/09	Gas/Fuel Chadwick Suss	6.71
07/10/09	Meals & Tips Chadwick Suss-Breakfast	4.10
07/10/09	Meals & Tips Michael Feder-Breakfast	5.75
07/10/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/10/09	Parking & Tolls Dudley Jordan	45.00
07/10/09	Rental Car Michael Feder-4 Days-Charlotte	380.66
07/10/09	Rental Car Dudley Jordan-4 Days-Greenville	323.40
07/10/09	Rental Car Chadwick Suss-4 Days-Greenville	257.25
07/10/09	Train Chadwick Suss-CHICAGO	2.25
07/11/09	Mileage Bradley Boggess-154 Miles	84.70
07/13/09	Cab Fare/Ground Transportation Michael Feder	14.00
07/13/09	Cab Fare/Ground Transportation Michael Feder	42.00
07/13/09	Cab Fare/Ground Transportation Chadwick Suss	10.00
07/13/09	Gas/Fuel John Bonno	35.85
07/13/09	Phone - Internet Access Bradley Boggess	9.95
07/13/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenville-7/13/2009-7/16/2009	679.60
07/13/09	Meals & Tips John Bonno-Breakfast	5.85
07/13/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/13/09	Meals & Tips Michael Feder-Dinner	12.00



Chicago Dallas Detroit Dusseldorf London Los Angeles  
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Date	Disbursement Description	Amount
07/13/09	Meals & Tips Bradley Boggess-Breakfast	12.46
07/13/09	Meals & Tips Chadwick Suss-Breakfast	8.92
07/13/09	Other Dudley Jordan	5.00
07/13/09	Parking & Tolls Michael Feder	6.00
07/13/09	Parking & Tolls John Bonno	6.00
07/13/09	Parking & Tolls Dudley Jordan	128.65
07/13/09	Parking & Tolls Chadwick Suss	6.00
07/13/09	Meals - Engagement Team Dudley Jordan-Dinner-Bilo-Dudley Jordan; Chad Suss	39.29
07/13/09	Train Chadwick Suss-CHICAGO	2.25
07/14/09	Phone - Internet Access Bradley Boggess	9.95
07/14/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-7/13/20 09-7/14/2009	327.80
07/14/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville-7/13/2009-7/16/2009	655.60
07/14/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville-7/13/2009-7/16/2009	457.60
07/14/09	Meals & Tips Chadwick Suss-Breakfast	6.95
07/14/09	Meals & Tips John Bonno-Breakfast	5.27
07/14/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/14/09	Meals & Tips Dudley Jordan-Dinner	7.50
07/14/09	Meals & Tips Michael Feder-Breakfast .txt	6.00
07/14/09	Other Dudley Jordan	5.00
07/14/09	Parking & Tolls Michael Feder	6.00
07/14/09	Parking & Tolls Chadwick Suss	6.00
07/14/09	Parking & Tolls John Bonno	6.00
07/14/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-John Bonno; Chad Suss; Dudley Jordan; Michael Feder; Brad Boggess	214.17
07/15/09	Airfare Chadwick Suss-7/27/09-ORD AND GSP	592.70
07/15/09	Airfare Service Charge Chadwick Suss-7/27	13.00
07/15/09	Phone - Internet Access Bradley Boggess	9.95
07/15/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenville-7/13/2009-7/16/2009	655.60



Chicago Dallas Detroit Dusseldorf London Los Angeles  
Milan Munich New York Paris San Francisco Shanghai Tokyo

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Date	Disbursement Description	Amount
07/15/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/15/09	Meals & Tips John Bonno-Breakfast	4.31
07/15/09	Meals & Tips Michael Feder-Breakfast	6.00
07/15/09	Meals & Tips Chadwick Suss-Breakfast	4.10
07/15/09	Other Dudley Jordan	5.00
07/15/09	Parking & Tolls Michael Feder	6.00
07/15/09	Parking & Tolls John Bonno	6.00
07/15/09	Parking & Tolls Chadwick Suss	6.00
07/15/09	Rental Car Dudley Jordan-2 Days-Greenville	185.58
07/15/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-John Bonno; Michael Feder; Brad Boggess; Chad Suss	180.64
07/16/09	Gas/Fuel John Bonno	30.51
07/16/09	Phone - Internet Access Bradley Boggess	9.95
07/16/09	Meals & Tips John Bonno-Breakfast	5.59
07/16/09	Meals & Tips John Bonno-Dinner	12.20
07/16/09	Meals & Tips Michael Feder-Breakfast	6.00
07/16/09	Meals & Tips Chadwick Suss-Breakfast	8.62
07/16/09	Parking & Tolls John Bonno	6.00
07/16/09	Parking & Tolls Michael Feder	6.00
07/16/09	Parking & Tolls Dudley Jordan	77.19
07/16/09	Parking & Tolls Chadwick Suss	6.00
07/16/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Michael Feder; Brad Boggess; Chad Suss	141.42
07/17/09	Airfare Dudley Jordan-7/20/09-DFW TO GSP	888.70
07/17/09	Airfare Service Charge Dudley Jordan	13.00
07/17/09	Cab Fare/Ground Transportation Michael Feder	42.00
07/17/09	Cab Fare/Ground Transportation Chadwick Suss	10.00
07/17/09	Gas/Fuel Michael Feder	23.00
07/17/09	Meals & Tips Michael Feder-Breakfast	6.00
07/17/09	Meals & Tips Chadwick Suss-Breakfast	5.49
07/17/09	Rental Car Chadwick Suss-4 Days-Greenville	234.35
07/17/09	Rental Car Michael Feder-4 Days-Charlotte	263.12



Chicago Dallas Detroit Dusseldorf London Los Angeles  
Milan Munich New York Paris San Francisco Shanghai Tokyo

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Date	Disbursement Description	Amount
07/17/09	Train Chadwick Suss-CHICAGO	2.25
07/18/09	Airfare Michael Feder-8/7/09-CLT TO DCA	158.10
07/19/09	Airfare Service Charge Michael Feder-7/20/09	15.00
07/20/09	Airfare Michael Feder-8/3/09-ORD TO CLT	187.60
07/20/09	Cab Fare/Ground Transportation Michael Feder	41.00
07/20/09	Cab Fare/Ground Transportation Chadwick Suss	43.00
07/20/09	Gas/Fuel John Bonno	31.93
07/20/09	Phone - Internet Access Bradley Boggess	9.95
07/20/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenville-7/20/2009-7/21/2009	327.80
07/20/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville-7/20/2009-7/22/2009	491.70
07/20/09	Meals & Tips Michael Feder-Breakfast	8.00
07/20/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/20/09	Meals & Tips Dudley Jordan-Dinner	5.50
07/20/09	Meals & Tips John Bonno-Breakfast	9.35
07/20/09	Meals & Tips Bradley Boggess-Breakfast	6.23
07/20/09	Meals & Tips Chadwick Suss-Dinner	8.55
07/20/09	Mileage Bradley Boggess-154 Miles	84.70
07/20/09	Other Dudley Jordan	5.00
07/20/09	Parking & Tolls Michael Feder	6.00
07/20/09	Parking & Tolls Chadwick Suss	6.00
07/20/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Michael Feder; Chad Suss; John Bonno	96.76
07/21/09	Phone - Internet Access Bradley Boggess	9.95
07/21/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenville-7/20/2009-7/22/2009	509.70
07/21/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville-7/21/2009-7/23/2009	491.70
07/21/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-7/20/2009-7/22/2009	491.70
07/21/09	Meals & Tips John Bonno-Breakfast	5.67
07/21/09	Meals & Tips John Bonno-Breakfast	4.63



Chicago Dallas Detroit Dusseldorf London Los Angeles  
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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021267-5

Re: Travel  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
07/21/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/21/09	Meals & Tips Dudley Jordan-Dinner	5.50
07/21/09	Meals & Tips Michael Feder-Breakfast	6.00
07/21/09	Meals & Tips Chadwick Suss-Breakfast	4.30
07/21/09	Meals & Tips Bradley Boggess-Breakfast	4.24
07/21/09	Other Dudley Jordan	5.00
07/21/09	Parking & Tolls Michael Feder	6.00
07/21/09	Parking & Tolls Chadwick Suss	6.00
07/21/09	Parking & Tolls John Bonno	6.00
07/21/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Michael Feder; John Bonno; Chad Suss; Brad Boggess; Dudley Jordan	63.93
07/22/09	Copy Costs (Outside Source) Bradley Boggess	578.80
07/22/09	Gas/Fuel Michael Feder	21.50
07/22/09	Phone - Internet Access Bradley Boggess	9.95
07/22/09	Lodging Michael Feder-Hyatt Hotels-Charlotte-7/22/2009	148.67
07/22/09	Meals & Tips Michael Feder-Breakfast	6.00
07/22/09	Meals & Tips Chadwick Suss-Breakfast	8.62
07/22/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/22/09	Meals & Tips John Bonno-Breakfast	5.59
07/22/09	Meals & Tips Bradley Boggess-Breakfast	7.52
07/22/09	Meals & Tips Bradley Boggess-Breakfast	3.50
07/22/09	Other Dudley Jordan	5.00
07/22/09	Parking & Tolls John Bonno	6.00
07/22/09	Parking & Tolls Chadwick Suss	6.00
07/22/09	Meals - Engagement Team John Bonno-Dinner-Bi-lo-Dudley Jordan; John Bonno; Brad Boggess; Chad Suss	90.95
07/23/09	Airfare Chadwick Suss-8/3/09-CHICAGO, IL AND GREENVILLE, SC	602.30
07/23/09	Airfare Chadwick Suss-7/27/09-CHICAGO, IL AND GREENVILLE, SC	150.00
07/23/09	Airfare Chadwick Suss-8/10/09-CHICAGO, IL AND GREENVILLE, SC	508.22
07/23/09	Airfare Chadwick Suss-8/17/09-CHICAGO, IL AND	479.26





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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021267-5  
Re: Travel  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
	GREENVILLE, SC	
07/23/09	Airfare Service Charge Chadwick Suss-8/17/09	13.00
07/23/09	Airfare Service Charge Chadwick Suss-8.3.09	13.00
07/23/09	Airfare Service Charge Chadwick Suss-8/10/09	13.00
07/23/09	Airfare Service Charge Chadwick Suss-7/27/09	13.00
07/23/09	Cab Fare/Ground Transportation Chadwick Suss	42.00
07/23/09	Gas/Fuel Chadwick Suss	9.90
07/23/09	Meals & Tips Michael Feder-Breakfast	6.00
07/23/09	Meals & Tips Chadwick Suss-Breakfast	4.83
07/23/09	Meals & Tips John Bonno-Breakfast	4.63
07/23/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/23/09	Other Dudley Jordan	5.00
07/23/09	Parking & Tolls John Bonno	6.00
07/23/09	Rental Car Dudley Jordan-3 Days-Greenville	260.97
07/23/09	Rental Car Michael Feder-3 Days-Charlotte	197.33
07/23/09	Rental Car Chadwick Suss-3 Days-Greenville	154.35
07/24/09	Airfare Dudley Jordan-7/20/09-DFW TO GSP	888.70
07/24/09	Airfare Service Charge Dudley Jordan	13.00
07/24/09	Cab Fare/Ground Transportation Chadwick Suss	40.00
07/24/09	Gas/Fuel John Bonno	33.53
07/24/09	Meals & Tips John Bonno-Breakfast	5.27
07/24/09	Mileage Bradley Boggess-154 Miles	84.70
07/24/09	Parking & Tolls Dudley Jordan	102.92
07/25/09	Meals & Tips John Bonno-Dinner	33.61
07/27/09	Meals & Tips Chadwick Suss-Breakfast	6.05
07/27/09	Parking & Tolls Chadwick Suss	6.00
07/28/09	Meals & Tips Chadwick Suss-Breakfast	5.18
07/28/09	Parking & Tolls John Bonno	6.00
07/28/09	Parking & Tolls Chadwick Suss	6.00
07/29/09	Airfare Chadwick Suss-8/24/09-CHICAGO, IL AND GREENVILLE, SC	479.26
07/29/09	Airfare Service Charge Chadwick Suss-8/24/09	13.00



Chicago Dallas Detroit Dusseldorf London Los Angeles  
Milan Munich New York Paris San Francisco Shanghai Tokyo

BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021267-5  
Re: Travel  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
07/29/09	Meals & Tips Chadwick Suss-Breakfast	4.84
07/29/09	Meals & Tips John Bonno-Breakfast	4.31
07/29/09	Parking & Tolls Chadwick Suss	6.00
07/29/09	Parking & Tolls John Bonno	6.00
07/30/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville- 7/28/2009-7/30/2009	491.70
07/30/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville- 7/27/2009-7/30/2009	655.60
07/30/09	Meals & Tips Chadwick Suss-Breakfast	4.10
07/30/09	Meals & Tips John Bonno-Breakfast	5.27
07/30/09	Parking & Tolls Chadwick Suss	6.00
07/30/09	Parking & Tolls John Bonno	6.00
07/31/09	Cab Fare/Ground Transportation Chadwick Suss	10.00
07/31/09	Gas/Fuel Chadwick Suss	8.21
07/31/09	Gas/Fuel John Bonno	38.25
07/31/09	Meals & Tips John Bonno-Breakfast	4.31
07/31/09	Meals & Tips Chadwick Suss-Breakfast	4.62
07/31/09	Rental Car Chadwick Suss-4 Days-Greenville	257.25
07/31/09	Train Chadwick Suss-CHICAGO	2.25
Total Disbursements		35,130.67



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021267-6

Re: Nonbillable  
Client/Matter # 005784.00109

**Disbursement Recap:**

Description	Amount
Airfare Change Fees	150.00
Airfare	10,688.78
Airfare Service Charge	262.00
Cab Fare/Ground Transportation	538.55
Copy Costs (Outside Source)	578.80
Gas/Fuel	325.47
Phone - Internet Access	119.40
Lodging	14,234.27
Meals & Tips	753.60
Mileage	338.80
Other	35.00
Parking & Tolls	897.33
Long Distance Calls	21.96
Rental Car	4,397.80
Research	86.48
Meals - Engagement Team	1,686.68
Train	15.75
<b>Total Disbursements</b>	<b>35,130.67</b>



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Milan Munich New York Paris San Francisco Shanghai Tokyo

September 23, 2009

BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Re: Bi-Lo, LLC  
Client: 005784  
Inv. No.: 2021759

Federal Tax Id 38-3622570

For Professional Services: through August 31, 2009

Current Charges:		Hours	Rate	Amount
Michael Feder	Managing Dir.	154.30	790.00	121,897.00
Barry Folse	Managing Dir.	3.00	685.00	2,055.00
John Bonno	Director	162.20	595.00	96,509.00
Brad Bogges	Director	178.30	595.00	106,088.50
Dudley Jordan	Vice President	196.80	450.00	88,560.00
Chad S Suss	Associate	229.40	365.00	83,731.00
Nathan Kramer	Analyst	12.10	235.00	2,843.50
Total Hours & Fees		<u>936.10</u>		<u>501,684.00</u>
Less 50% Travel				(49,307.75)
Subtotal				<u>452,376.25</u>
Expenses				<u>34,617.05</u>
Total Amount Due			<u>USD</u>	<u>486,993.30</u>

Please reference the invoice number noted above on any payment remittance. Thank You.

Send electronic remittance to:

Account Name: AP Services LLC  
Account Number: 004-62643  
Bank Name: Deutsche Bank  
ABA: 021-001-033

Send check remittance to:

AP Services LLC  
P.O. Box 5838  
Carol Stream, IL 60197-5838



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Project Code	Description	Amount
005784.00101	CRO	91,245.00
005784.00102	Bankruptcy Support	74,729.50
005784.00103	Operations	165,231.50
005784.00106	Post Filing	71,862.50
005784.00108	Travel (50% Billable)	49,307.75
<b>Total Fees Incurred</b>		<b>452,376.25</b>
<b>Expenses</b>		<b>Amount</b>
Airfare		11,590.74
Airfare Service Charge		237.00
Cab Fare/Ground Transportation		479.79
Communication Charges		0.00
Client Meals & Entertainment		209.00
Gas/Fuel		275.26
Phone - Internet Access		138.39
Lodging		12,018.49
Meals & Tips		659.60
Mileage		705.10
Other		87.00
Parking & Tolls		851.46
Long Distance Calls		24.14
Rental Car		4,858.67
Supplies		12.83
Meals - Engagement Team		2,458.33
Train		11.25
<b>Total Disbursements</b>		<b>34,617.05</b>



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-1

Re: CRO  
Client/Matter # 005784.00101

Date	Consultant	Description of Services	Hours
08/03/09	MAF	Calls on Executive Comp. (.8 & .5) Review of business plan document (1.5) Dinner meeting with Ahold (2.5)	5.30
08/04/09	MAF	Prep for and attend meetings on business plan with creditors in Charlotte (4) Follow - up meetings with UCC and Term advisors (1.5 & 1)	6.50
08/05/09	MAF	Discussions with management and Redraft of term sheets (.8 & .5 & 1.5 & .9 & .5) and calls with FTI (.5 & .2 & .2) Review cash flow issues (.5 & .2) Calls with counsel (.2 & .4)	6.40
08/06/09	MAF	Work on Exec comp - calls with FTI & HL (.7 & 1 & .3) follow up calls with management (.3 & .4) Redraft term sheets (.8)	3.50
08/07/09	MAF	Management comp - calls with management, FTI (.8 & .3 & .5 & .7 & .8)	3.10
08/10/09	MAF	Call with Simms (.5) Discussion with Byars (.8) Update Jones (.5) Discussion with Carney (.2) Call with FTI (.3) Professionals call (1)	3.30
08/11/09	MAF	Calls on executive comp (.8 & .5 & .5) Calls on contracts - (.7 & .5) Calls on 503(b)(9) - (.5 & .5) review cash flow (.5) Review management comp motion (1)	5.50
08/12/09	MAF	Review and comment on Exec. Comp Motion (.8 & 1 & .5 & .5) Call with Simms re: committee meeting (.5)	3.30
08/13/09	MAF	Prep for and attend UCC meeting (3.5) Post mortem from meeting with Byars (1) Topco call (.8) Call with Simms re: Exec. Comp (.3) Call with T. Carroll (.5)	6.10
08/14/09	MAF	Follow up call with T. Carroll & J. Daniel (.6) Call with Simms (.5)	1.10
08/17/09	MAF	Follow up and prep for on management comp and meeting with Tim Stack (.3 & .2 & .7) Call on Real Estate and follow up with Brian Carney (.5 & .8) Meeting with Curtis Harden re: Cardinal (.5) review motions re: court (1 & .4) Call on Management contracts (.8)	5.20
08/18/09	MAF	Discussion with US Trustee on exec comp (1.1 & .2 & .2) Discuss and prep for slip and fall (2.5) Prep for landlord preference waiver (1 & 1) Meet with Carney and counsel re: other matters (.4 & .5 & .3)	7.20
08/19/09	MAF	Attend court hearing and related discussions (5.5) Review	9.90



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-1

Re: CRO  
Client/Matter # 005784.00101

Date	Consultant	Description of Services	Hours
		MOR (.5) Call with HL on real estate - prep and call (.6 & .8) Review Term lender questions (1 & 1.5)	
08/20/09	MAF	Discussion with M. Byars (.4) review questions from term lenders (.5 & .2) Professionals call (.7) review management contracts (.5 & .7) Pre meeting on term lender call (.8) Call with term lenders and follow up (2.4) discuss American Greetings 503(b)(9) - (.5 & .5)	7.20
08/21/09	MAF	Call on liquidation analysis and other matters (.5) Discussions of 503 (b)(9) for NMR, American Greeting, management contracts (.3 & .7 & .5 & .5 ) Calls on professional fee comps (.5 & .2)	3.20
08/24/09	MAF	Call with Professionals (.3) Discussion with Byars (.5) Discussion of cash flow (.2) Update on claims, 503(b)(9) status (.5 & .4) Discussion of court issues and executive comp with Cauthin (.3 & .3) Comp contract review and call with Heather Johnson to give comments (.4 & .5)	3.40
08/25/09	MAF	Review of 503(b)(9) status and updates on specific claimants (.2 & .4 & .4) Comment on drafts and motions (.6 & .2 & .5) Call with Blair (.5) Discussion of liquidation analysis (2) Call with Houlihan (.5) Update and call on Executive comp (.4 & .7) Review of certain claims (.6)	7.00
08/26/09	MAF	Executive comp call and follow up (1 & .7) Prep for and participate on calls with 503(b)(9) claimants (.8 & .3 & .5) Prep for court (.6 & .5) Call with Blair (.7) Update meeting with Byars (2)	7.10
08/27/09	MAF	Business Planning Meeting (3) Discussions with B. Carney re: various topics (1 & 1 & .5) Professionals call (1) Court prep (1.5) Review and comment on various motions and objections (1) Review liquidation analysis (.7)	9.70
08/28/09	MAF	Prep for and attend court (1.5) Redraft management comp term sheets (1.5) Call with Blair (1.2) Call with FTI (.3)	4.50
08/31/09	MAF	Attend meeting in Dallas re: Case status (6) Calls re: management comp (1)	7.00
<b>Total Hours</b>			<b>115.50</b>



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Greenville, SC 29607

Invoice # 2021759-1

Re: CRO  
Client/Matter # 005784.00101

Fee Recap:

Consultant	Hours	Rate	Amount
Michael Feder	115.50	790.00	91,245.00
<b>Total Hours &amp; Fees</b>	<b>115.50</b>		<b>91,245.00</b>





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Milan Munich New York Paris San Francisco Shanghai Tokyo

BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-2

Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
08/03/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	1.40
08/03/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	1.90
08/03/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	1.80
08/03/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.50
08/03/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	0.70
08/04/09	CSS	Reviewed C&S and DSD purchase template developed by Terry Stanley (Bi-Lo) to determine impact on current cash flow model.	0.80
08/04/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee payment schedule.	1.20
08/04/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	3.50
08/04/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	2.00
08/04/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	2.20
08/05/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	2.70
08/05/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday coupled with expectations for the week.	2.30
08/05/09	CSS	Prepared and delivered reporting package to Ken Jones (Bi-Lo).	1.20
08/05/09	CSS	Prepared and delivered debt interest schedule for Jon Kohanof (Houlihan Lokey).	1.00
08/05/09	CSS	Prepared formal documentation of the Bi-Lo cash flow forecasting process for use by other Bi-Lo Treasury professionals.	0.90
08/05/09	CSS	Prepared analysis to determine Bi-Lo's implied inventory purchases based on expected cost of goods sold and	3.40



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Invoice # 2021759-2

Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
		inventory levels.	
08/05/09	BF	Finalize report on LL	2.50
08/06/09	CSS	Prepared analysis to determine Bi-Lo's implied inventory purchases based on expected cost of goods sold and inventory levels.	1.00
08/06/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and prepared a draft package for review by Ken Jones (Bi-Lo) and the internal working group.	3.50
08/06/09	CSS	Continued process of rolling forward thirteen week cash flow model to accommodate analysis in fiscal 2010.	3.70
08/06/09	CSS	Prepared formal documentation of the Bi-Lo cash flow forecasting process for use by other Bi-Lo Treasury professionals.	2.00
08/07/09	CSS	Prepared thirteen cash flow model and daily cash flow model for the upcoming week roll forward.	1.70
08/07/09	CSS	Prepared analysis to determine Bi-Lo's implied inventory purchases based on expected cost of goods sold and inventory levels.	0.80
08/07/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	2.00
08/10/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	1.00
08/10/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	1.80
08/10/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	1.60
08/10/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	2.00
08/10/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.00
08/11/09	CSS	Reviewed C&S and DSD purchase template developed by Terry Stanley (Bi-Lo) to determine impact on current cash flow model.	0.50
08/11/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee payment schedule.	0.50



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BI-LO, LLC  
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Greenville, SC 29607

Invoice # 2021759-2  
Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
08/11/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	3.90
08/11/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	2.50
08/11/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	2.70
08/12/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	1.80
08/12/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday coupled with expectations for the week.	2.70
08/12/09	CSS	Prepared and delivered reporting package to Ken Jones (Bi-Lo).	1.10
08/12/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee payment schedule.	1.50
08/12/09	CSS	Prepared data request list for rolling cash flow model into fiscal year 2010 to be delivered to various Bi-Lo personnel.	3.10
08/12/09	CSS	Teleconference with Dianne Chiales (Bi-Lo) and Liz McNamara (Bi-Lo) to discuss near term Blue Cross/Blue Shield cash outflows.	1.00
08/13/09	CSS	Met with Ken Jones (Bi-Lo) to discuss mid-week cash operating results and impact on the thirteen week cash flow model, daily cash flow model and overall reporting package.	0.80
08/13/09	CSS	Incorporated receipt, disbursement and timing changes in thirteen week cash flow model, daily model and reporting package per direction from Ken Jones (Bi-Lo).	1.20
08/13/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and prepared a draft package for review by Ken Jones (Bi-Lo) and the internal working group.	3.60
08/13/09	CSS	Continued process of rolling forward thirteen week cash flow model to accommodate analysis in fiscal 2010.	3.90
08/13/09	CSS	Prepared formal documentation of the Bi-Lo cash flow forecasting process for use by other Bi-Lo Treasury professionals.	1.00



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BI-LO, LLC  
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Invoice # 2021759-2

Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
08/14/09	CSS	Prepared thirteen cash flow model and daily cash flow model for the upcoming week roll forward.	1.30
08/14/09	CSS	Reviewed documents and schedules in advance of preparing a Bi-Lo liquidation analysis.	3.90
08/14/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.20
08/14/09	CSS	Spoke to Jeff Green (Bi-Lo) and Debbie Birckbichler (Bi-Lo) about calendarization of 2009 reforecast and impact on 13 week cash flow.	1.60
08/17/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	1.10
08/17/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	1.80
08/17/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	1.70
08/17/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.80
08/17/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	0.40
08/17/09	CSS	Prepared for and developed Bi-Lo Best Interest Analysis in advance of submission required by the bankruptcy court.	0.90
08/18/09	CSS	Reviewed C&S and DSD purchase template developed by Terry Stanley (Bi-Lo) to determine impact on current cash flow model.	0.30
08/18/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee payment schedule.	0.70
08/18/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	3.00
08/18/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	2.50
08/18/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	2.40
08/18/09	CSS	Prepared for and developed Bi-Lo Best Interest Analysis in advance of submission required by the bankruptcy court.	2.00
08/18/09	BF	Calls with staff to review landlord preference payments.	0.50



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-2  
Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
08/19/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	1.80
08/19/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday coupled with expectations for the week.	2.70
08/19/09	CSS	Prepared and delivered reporting package to Ken Jones (Bi-Lo).	2.40
08/19/09	CSS	Prepared for and developed Bi-Lo Best Interest Analysis in advance of submission required by the bankruptcy court.	3.90
08/20/09	CSS	Incorporated receipt, disbursement and timing changes in thirteen week cash flow model, daily model and reporting package per direction from Ken Jones (Bi-Lo).	2.50
08/20/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and prepared a draft package for review by Ken Jones (Bi-Lo) and the internal working group.	3.60
08/20/09	CSS	Prepared for and developed Bi-Lo Best Interest Analysis in advance of submission required by the bankruptcy court.	3.90
08/20/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee payment schedule.	2.00
08/21/09	CSS	Prepared thirteen cash flow model and daily cash flow model for the upcoming week roll forward.	1.30
08/21/09	CSS	Prepared for, participated on and followed up on case update call with Michael Feder (AlixPartners), Brad Boggess (AlixPartners), Dudley Jordan (AlixPartners), Tim Carroll (William Blair) and Mike Siska (William Blair).	1.50
08/21/09	CSS	Prepared for and developed Bi-Lo Best Interest Analysis in advance of submission required by the bankruptcy court.	3.90
08/21/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.20
08/24/09	NK	Familiarization with 503(b)(9) Log process in preparation for Monday start date at Bi-Lo.	1.10
08/24/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	2.50
08/24/09	CSS	Reviewed Bi-Lo court documents in order to download	2.00



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-2

Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
		professional fee applications and update professional fee payment schedule.	
08/25/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	0.70
08/25/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	1.50
08/25/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	1.50
08/25/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.50
08/25/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	2.00
08/25/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	2.30
08/25/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	1.00
08/25/09	CSS	Prepared for, participated in, and followed up on meeting with Michael Feder (AlixPartners), Ken Jones (Bi-Lo) and Jon Kohanof (Houlihan Lokey) to discuss thirteen week cash flow.	0.50
08/25/09	CSS	Prepared for, participated in, and followed up on meeting with Michael Feder (AlixPartners), Brad Boggess (AlixPartners), Dudley Jordan (AlixPartners) and John Bonno (AlixPartners) regarding the Bi-Lo Best Interest Analysis.	2.00
08/25/09	CSS	Analyzed and summarized Bi-Lo's period 7 fiscal year 2009 balance sheet for use in preparation of Best Interest Analysis.	1.00
08/25/09	CSS	Prepared for and developed Bi-Lo Best Interest Analysis in advance of submission required by the bankruptcy court.	2.50
08/26/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	1.50
08/26/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday coupled with expectations for the week.	2.40
08/26/09	CSS	Prepared and delivered cash flow reporting package to Ken	1.80



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Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
		Jones (Bi-Lo).	
08/26/09	CSS	Prepared for and developed Bi-Lo Best Interest Analysis in advance of submission required by the bankruptcy court.	3.90
08/26/09	CSS	Prepared for, participated in, and followed up on meeting with Michael Feder (AlixPartners), Brad Boggess (AlixPartners), John Bonno (AlixPartners), Mike Siska (William Blair) and Jack Lowey (William Blair) regarding the Bi-Lo Best Interest Analysis.	1.00
08/27/09	CSS	Met with Ken Jones (Bi-Lo) to discuss mid-week cash operating results and impact on the thirteen week cash flow model, daily cash flow model and overall reporting package.	0.70
08/27/09	CSS	Prepared for, participated in, and followed up on meeting with Michael Feder (AlixPartners), Brad Boggess (AlixPartners), John Bonno (AlixPartners), Dudley Jordan (AlixPartners) and Brian Carney (Bi-Lo) to discuss claims status.	1.00
08/27/09	CSS	Incorporated receipt, disbursement and timing changes in thirteen week cash flow model, daily model and reporting package per direction from Ken Jones (Bi-Lo).	2.50
08/27/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and prepared a draft package for review by Ken Jones (Bi-Lo) and the internal working group.	2.00
08/27/09	CSS	Prepared for and developed Bi-Lo Best Interest Analysis in advance of submission required by the bankruptcy court.	3.70
08/27/09	CSS	Incorporated AlixPartners team comments into draft of the Bi-Lo Best Interest Analysis.	2.20
08/28/09	CSS	Prepared thirteen cash flow model and daily cash flow model for the upcoming week roll forward.	2.00
08/28/09	CSS	Prepared for, participated in, and followed up on a meeting with Ken Jones (Bi-Lo) and Dudley Jordan (AlixPartners) regarding Bi-Lo's 503(b)(9) program.	1.50
08/28/09	CSS	Prepared for, participated in, and followed up on meeting with Michael Feder (AlixPartners), Brad Boggess (AlixPartners), Tim Carroll (William Blair) and Mike Siska (William Blair) regarding the Bi-Lo Best Interest Analysis and wind down costs.	1.50
08/28/09	CSS	Prepared for, participated in, and followed up on a meeting	2.50



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Invoice # 2021759-2  
  
Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
		with Liz McNamara (Bi-Lo) to discuss upcoming changes to the Bi-Lo daily cash settlement file.	
08/31/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	1.10
08/31/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	1.40
08/31/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	1.60
08/31/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.70
08/31/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.00
08/31/09	CSS	Prepared for and developed Bi-Lo Best Interest Analysis in advance of submission required by the bankruptcy court.	0.70
Total Hours			202.50





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Re: Bankruptcy Support  
Client/Matter # 005784.00102

Fee Recap:

Consultant	Hours	Rate	Amount
Barry Folse	3.00	685.00	2,055.00
Chad S Suss	198.40	365.00	72,416.00
Nathan Kramer	1.10	235.00	258.50
<b>Total Hours &amp; Fees</b>	<b>202.50</b>		<b>74,729.50</b>



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Invoice # 2021759-3

Re: Operations  
Client/Matter # 005784.00103

Date	Consultant	Description of Services	Hours
08/03/09	JB	Preparation for 5 Year Presentation Planning Meeting	1.30
08/03/09	JB	Attended 5 Year Planning Meeting with Mike Byars (BI LO), Brian Carney (BI LO), Anthea Jones (BI LO), Bill Nashaan (BI LO)	2.60
08/03/09	JB	Preparation for 5 Year Plan Presentation	2.80
08/03/09	BB	Held presentation prep session with BI-LO executive team	2.50
08/03/09	BB	Coordinated logistics for Business Plan presentation	3.50
08/04/09	BB	Attended and ran 5 year plan presentation	3.90
08/04/09	BB	Prepared answers for UCC and term lender questions	1.40
08/04/09	BB	Met with Chris Dawe to discuss C&S contract and claim	1.30
08/04/09	BB	Developed analysis for UCC questions	2.10
08/04/09	JB	Preparation for 5 Year Plan Presentation	1.20
08/04/09	JB	Attended 5 Year Plan Presentation to professionals	3.10
08/04/09	JB	Attended 5 Year Presentation Meeting Debrief	2.70
08/04/09	JB	Meeting with Chris Dawes (Nelson Mullens) to discuss C&S Contract	1.60
08/05/09	JB	Preparation for and meeting with John Croft to discuss follow up questions submitted from 5 Year Plan presentation	1.20
08/05/09	JB	Preparation of answers to questions submitted from 5 year plan	2.90
08/05/09	JB	Work with Steve Worrell from C&S to prepare list of items to be moved from Grocery warehouse to HBC warehouse	1.40
08/05/09	JB	Further preparation of answers for questions submitted based on 5 year plan presentation	2.10
08/05/09	JB	Review of C&S Contract based on discussion with Chris Dawes (Nelson Mullens)	1.00
08/05/09	JB	Review and analysis of C&S report submitted for items to be moved from SouthPark3 warehouse to GDC	1.30
08/05/09	BB	Worked to answer UCC questions and post data to data site	3.90
08/05/09	BB	Held contract review session with AP team	1.80
08/05/09	BB	Held call with FTI team to review questions and current answer set	0.90
08/05/09	BB	Continued to develop answers for UCC questions regarding the business plan	3.40



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Re: Operations  
Client/Matter # 005784.00103

Date	Consultant	Description of Services	Hours
08/06/09	BB	Prepared for and met with merchandising leadership to review 503 (b) 9 program	2.10
08/06/09	BB	Continued to prepare data and analysis for UCC questions	3.20
08/06/09	BB	Prepared case next steps document	1.30
08/06/09	BB	Continued to prepare data and analysis for UCC questions	3.20
08/06/09	JB	Preparation for, and participation in, meeting with Steve Worrell (C&S) to discuss slow moving items and remainder of implementation plan	2.60
08/06/09	JB	Preparation for, and meeting with, Mike Byars (BI LO) to discuss current status of C&S negotiations and go-forward plan	1.40
08/06/09	JB	Prepared for, and attended, meeting with BI LO category managers to discuss rollout of 503b9	1.50
08/06/09	JB	Meeting with Bob Denomme to discuss his requirements for different temp zone in PDC building	1.30
08/06/09	JB	Review and analysis of slow mover data provided by Steve Worrell	1.80
08/07/09	JB	Conference call with C&S and BILO to review request for additional temp zone to be established in PDC	2.40
08/07/09	JB	Development of Supply Chain Manager job description	3.10
08/07/09	JB	Developed answers to questions submitted from 5 year plan presentation	1.40
08/07/09	BB	Continued analysis of UCC questions regarding margin and shrink	2.10
08/10/09	JB	Prepared and delivered C&S workstream status update to Mike Byars (BI LO)	2.30
08/10/09	JB	Met with Bob Denomme (BI LO) and Melissa Kelly (BI LO) to discuss issues being encountered with inventory drawdown at gift basket operation	1.40
08/10/09	JB	Met with John May (BI LO) to review list of grocery items that are proposed to be moved to HBC	1.10
08/10/09	JB	Conference call with Sam Blais (BI LO) to discuss feedback received on proposal to move certain grocery items to HBC	0.90
08/10/09	JB	Worked with John Croft (BI LO) to prepare answers to questions submitted by FTI	1.40
08/10/09	JB	Reviewed cost proposal submitted by C&S to implement	1.40



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Re: Operations  
Client/Matter # 005784.00103

Date	Consultant	Description of Services	Hours
		another temp zone in PDC	
08/11/09	JB	Preparation for and meeting with Mike Byars (BI LO) and Brian Carney (BI LO) to discuss Unsecured Creditors Committee meeting	2.60
08/11/09	JB	Prep and participation in meeting with FTI to review questions submitted resulting from five year plan presentation	1.60
08/11/09	BB	Prep for and call to discuss UCC meeting in New York	2.10
08/11/09	BB	Worked to gather additional information for FTI data requests	3.10
08/11/09	BB	Coordinate of meeting logistics for BI-LO UCC meeting.	1.20
08/12/09	BB	Worked on Next Steps document for BI-LO case	3.90
08/12/09	BB	Worked on Next Steps document for BI-LO case	2.10
08/12/09	JB	Melissa Kelly (BI LO) Conference Call and Follow up regarding gift basket inventory	2.10
08/12/09	JB	Prepared Gift Basket Termination documentation	1.10
08/12/09	JB	Preparation for Creditors Committee Meeting on 8/13	2.70
08/12/09	JB	Conference call with John May to discuss item movement in warehouses	1.40
08/12/09	JB	Finalized first draft of Supply Chain job description	1.10
08/12/09	BB	Prepped for and held conference call regarding IT contracts.	1.20
08/13/09	JB	Preparation for Creditors Committee Meeting	1.20
08/13/09	JB	Participated in Creditors Committee Meeting	3.10
08/13/09	JB	Debrief from Creditors Committee Meeting	1.30
08/13/09	JB	Prepared C&S negotiation update as requested by Lone Star	1.70
08/13/09	BB	BI-LO UCC meeting	4.30
08/13/09	BB	Summary meeting with Mike Byars, Anthea Jones, and Bill Nasshan	1.00
08/13/09	BB	Refined Next steps document	2.30
08/14/09	JB	Prepared and participated in conference call with Chris Dawe (V&E) to discuss C&S contract termination provisions	1.30
08/14/09	JB	Preparation of C&S update as requested by LoneStar. Reviewed with Mike Byars (BI LO)	3.00



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Re: Operations  
Client/Matter # 005784.00103

Date	Consultant	Description of Services	Hours
08/14/09	JB	Analysis of potential C&S damages based on C&S contract wording	2.10
08/14/09	JB	Preparation and planning for following week activities associated with C&S negotiations	2.30
08/14/09	JB	Conference call with Matt Saunders (MDI) to discuss next steps	0.60
08/14/09	BB	Began work on Liquidation Analysis	3.90
08/14/09	BB	Gathered information for UCC data request	3.10
08/17/09	BB	Conducted initial claims analysis	1.20
08/17/09	BB	Worked on UCC data request	3.90
08/17/09	BB	Conducted BI-Lo bankruptcy update	1.00
08/17/09	BB	Continued to work on UCC data request	1.30
08/18/09	BB	Worked on UCC Data requests	3.80
08/18/09	BB	Worked on strawman for Best Interest / Liquidation Analysis	2.30
08/18/09	BB	Developed Real Estate summary documentation for UCC and Term Lender financial advisors	3.10
08/19/09	BB	Worked on Term lender questions for 8/20/09 call	2.60
08/19/09	BB	Worked UCC data request and analysis	3.10
08/19/09	BB	Worked with Risk Management to answer UCC inquiries	1.30
08/19/09	BB	Worked to resolve United Refrigeration 503 (b) 9 claim issues	1.10
08/19/09	BB	Continued to answer UCC and term lender due diligence requests	1.80
08/20/09	BB	Held BI-Lo bankruptcy call and meeting	1.10
08/20/09	BB	Held Term lender Business Plan discussion	2.20
08/20/09	BB	Prepared for Term Lender discussion with Mike Byars and Brian Carney	0.70
08/20/09	BB	Prepared for and met with Bill Nass han and Anthea Jones to discuss Term lender call	0.50
08/20/09	BB	Worked on UCC and Term Lender diligence items	2.80
08/21/09	BB	Met with William Blair team to discuss Liquidation Analysis	0.70
08/21/09	BB	Met with Houlihan Lokey to discuss real estate for BI-LO	1.10
08/21/09	BB	Worked on Term Lender and UCC diligence items	3.10



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Re: Operations  
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Date	Consultant	Description of Services	Hours
08/24/09	BB	Bankruptcy Update call with BI-LO executives	1.10
08/24/09	BB	Gathered information for UCC and Term Lender due diligence items	3.20
08/24/09	BB	Worked on plan for next steps of BI-LO case	3.60
08/24/09	BB	Worked with Terry Cerwick on vendor issues with NMR	1.10
08/24/09	JB	Call with representatives from C&S to discuss termination of gift basket assembly.	1.20
08/24/09	JB	Analysis of items to be included in "slow mover warehouse"	2.20
08/24/09	JB	Analysis of items that were identified as "rationalization" candidates	1.80
08/24/09	JB	Preparation for meeting with Ken Peterson (BI LO) to discuss Supply Chain Manager Role	1.30
08/24/09	JB	Review of draft of liquidity analysis	1.10
08/25/09	JB	Meeting with Ken Peterson (BI LO) to review Supply Chain Manager role and responsibilities	1.50
08/25/09	JB	AlixPartners meeting to review Best Interest Analysis draft	2.00
08/25/09	JB	Preparation and participation in meeting with John May (BI LO) to review C&S current status and to discuss ongoing negotiations with MDI	2.10
08/25/09	JB	Review of gift basket assembly center inventory report to determine areas of concern and what needs to be targeted for removal	1.60
08/25/09	JB	Researched rent and building operations costs that were include in Best Interest Analysis report	1.20
08/25/09	JB	Creation of Status Update for Mike Byars (BI-LO) on C&S negotiation workstream	1.50
08/25/09	JB	Research inventory levels at stores and DCs to be incorporated into Best interest analysis	0.90
08/25/09	BB	Met with AlixPartners team to prepare Liquidation Analysis	2.00
08/25/09	BB	Gathered data and prepared analysis for Liquidation analysis	3.40
08/25/09	BB	Reviewed IT Contracts and prepared analysis	2.10
08/25/09	BB	Worked to resolve Frito Lay pre-petition deposit	1.80
08/26/09	BB	Worked on Liquidation analysis with Blair	1.70
08/26/09	JB	Gift Basket Assembly Center Site Visit with Melissa Kelly (BI-LO).	2.70



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Date	Consultant	Description of Services	Hours
08/26/09	JB	Meeting with Melissa Kelly (BI-LO) and Mark Grijalv (C&S) to develop a plan for moving remaining gift basket inventory	1.40
08/26/09	JB	Preparation of Claims Analysis presentation for meeting with Brian Carney (BI-LO)	2.30
08/26/09	JB	Finalization of inventory numbers to be incorporated into Best Interest analysis	1.10
08/26/09	JB	Further refinement of status update presentation for meeting with Mike Byars (BI-LO)	1.30
08/26/09	JB	Finalization of rent and operating costs to be included in best interest analysis	1.40
08/26/09	BB	Conducted organization and data site maintenance	1.80
08/26/09	BB	Conducted analysis of 503 (b) 9 and claims submitted	2.60
08/26/09	BB	Dealt with CCA and IBM vendor issues	2.80
08/26/09	BB	Worked on Rent Rejection analysis	1.30
08/27/09	BB	Claim update meeting with Brian Carney	1.40
08/27/09	BB	Bankruptcy update with Brian Carney and Mike Byars and BI-LO professionals	1.10
08/27/09	BB	Prepare claims waterfall update	1.20
08/27/09	BB	Briefed Mike Byars and Brian Carney on Case Next Steps	2.10
08/27/09	BB	BI-Lo update call with Martin Schumacher	0.80
08/27/09	BB	BI-Lo update call with Peter Fitzsimmons	0.50
08/27/09	JB	Preparation and participation in meeting with Brian Carney (BI-LO) to review current claims analysis and 503b9 update	1.50
08/27/09	JB	5 Year Planning Meeting with Thread Leads from BI-LO	2.00
08/27/09	JB	Preparation and Participation in meeting with Mike Byars (BI-LO) to discuss current C&S status	2.10
08/27/09	JB	Participation and preparation for weekly professionals call with William Blair, V&E, AlixPartners	1.40
08/27/09	JB	Preparation and participation in meeting with Brian Carney (BI-LO) to discuss AlixPartners next steps in case	1.20
08/27/09	BB	Business meeting portion of 5 year plan offsite	2.10
08/28/09	JB	Preparation and participation in conference call with MDI to discuss their transition timing if awarded BI-LO business	1.50



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Date	Consultant	Description of Services	Hours
08/28/09	JB	Preparation of documentation detailing next steps in case for AlixPartners as requested by Brian Carney (BI-LO)	3.10
08/28/09	JB	Follow up discussion with MDI and review of C&S contract to determine contract termination timing	2.00
08/31/09	BB	Meeting with BI-LO management and William Blair to develop case next steps	3.90
08/31/09	BB	Continued to meet with William Blair and BI-LO management to discuss case next steps	1.80
08/31/09	BB	Reviewed term lender objection and term sheet	1.20
08/31/09	BB	Worked on IT Contracts to prepare for 9/1/09 call	0.80
08/31/09	JB	Preparation and call with C&S to discuss status of improvement initiatives.	1.80
08/31/09	JB	Meeting with John Gianakis (BI LO) to discuss shelf tag status	1.20
08/31/09	JB	Follow up meeting with Debbie Akridge (BI-LO) to discuss programming changes to modify shelf tags	1.20
08/31/09	JB	Meeting with Melissa Kelly (BI-LO) to discuss status of gift basket inventory reduction program	0.70
08/31/09	JB	Discussion with Larry Gordon (BI-LO) to plan for 5 year plan implementation kick off meeting	0.50
08/31/09	JB	Preparation of materials requested by Brian Carney (BI-LO) and Mike Byars (BI-LO) involving AlixPartners go forward activities	1.60
<b>Total Hours</b>			<b>277.70</b>





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Re: Operations  
Client/Matter # 005784.00103

Fee Recap:

Consultant	Hours	Rate	Amount
John Bonno	128.80	595.00	76,636.00
Brad Boggess	148.90	595.00	88,595.50
<b>Total Hours &amp; Fees</b>	<b>277.70</b>		<b>165,231.50</b>



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Invoice # 2021759-4

Re: Post Filing  
Client/Matter # 005784.00106

Date	Consultant	Description of Services	Hours
08/03/09	DJ	Multiple phone calls and correspondence with S. Delfacio and R. Sigmon regarding pre-petition PACA claim; gathered information to perform reconciliation; finalized reconciliation; and discussed settlement options with vendor's counsel.	2.20
08/03/09	DJ	Phone conference and correspondence with B. Boggess and D. Bryant regarding the Applied Predictive Technologies proposed agreement; review of proposed agreement; and provided comments on renewal of agreement.	2.50
08/03/09	DJ	Phone conferences and correspondence with B. Boggess and D. Bryant regarding the sell agreement of certain leased equipment to C&S; review of the proposed sell agreement; and provided comments related to the sale.	1.80
08/04/09	DJ	Multiple phone conferences and correspondence with L. Roberts and B. Boggess regarding the reconciliation of pre petition balances due from Frito Lay; completed reconciliation and arrived at agreement with vendor on payment; and communicated information for a stipulation to A. Kelly for filing with the court.	2.80
08/04/09	DJ	Multiple phone conferences and correspondence with B. Boggess, R. Sigmon, A. Kelly and G. Iorio regarding National Music Rack's contract re-negotiation; gathered data for the entire pre-petition liability amount; reconciled the pre-petition amounts; and provided such information for use in the Motion to Assume NMR's contract.	2.50
08/04/09	DJ	Created merge file for envelopes for 503(b)(9) Program; coordination with D. Faber and BI-LO Print Shop to prepare all envelopes for mail out; and transmitted file for printing.	1.20
08/04/09	DJ	Updated claims database with new claims filed; reviewed proof's of claim; categorized claims; created matching codes to consolidate multiple claims by the same claimant; and prepared the database for later reporting.	3.90
08/05/09	DJ	Updated claims database with new claims filed; reviewed proof's of claim; categorized claims; created matching codes to consolidate multiple claims by the same claimant; and prepared the database for later reporting.	2.50
08/05/09	DJ	Review of all vendor terms to be used in 503(b)(9) program; prepared a discussion file for debtor personnel to use in reviewing terms; correspondence with B. Boggess and R.	2.20



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-4  
Re: Post Filing  
Client/Matter # 005784.00106

Date	Consultant	Description of Services	Hours
		Mould to set up a meeting to review such terms; and phone conference with R. Sigmon to gather additional information regarding system terms for certain vendors.	
08/05/09	DJ	Phone conference and correspondence with A. Brooks regarding current claims register; downloaded and reviewed claims register; loaded updated version into claims database; standardized the data; and prepared the database for matching claims to scheduled claims.	3.20
08/05/09	DJ	Loaded scheduled claims into the claims database; standardized the data; and prepared the database for reporting and matching of scheduled claims to filed claims.	2.50
08/06/09	DJ	Reviewed proofs of claim; categorized claims; created matching codes to consolidate multiple claims by the same claimant; and prepared the database for later reporting.	3.90
08/06/09	DJ	Downloaded images of all proofs of claims from the KCC website; standardized the naming conventions for use in the Claims Database; and linked each Proof of Claim to the Claims Database.	3.00
08/06/09	DJ	Meeting with C. Dewitt, B. Northington, and J. Breazeale to update the contracts database for IT contracts currently in negotiation; reviewed several contracts currently up for negotiation; and updated the contracts assume/reject model for such updates.	2.50
08/07/09	DJ	Reviewed proofs of claim; categorized claims; created matching codes to consolidate multiple claims by the same claimant; and prepared the database for later reporting.	3.90
08/07/09	DJ	Calls and correspondence with J. Bedenbaugh; D. Bryant; G. Cauthen; and J. Francis regarding pending amendments to the SOFAs and Schedules; and amended certain SOFAs and schedules based on new information provided.	1.20
08/10/09	DJ	Reviewed proofs of claim; categorized claims; created matching codes to consolidate multiple claims by the same claimant; and prepared the database for later reporting.	3.50
08/10/09	DJ	Correspondence and meeting with R. Kemper related to information necessary for responding to certain information requests from the Unsecured Creditors Committee.	0.50
08/10/09	DJ	Correspondence and discussion with B. Northington regarding the pre- post-petition split for a current lease	0.80



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Date	Consultant	Description of Services	Hours
		contract; review of all lease documentation and invoices; and provided comments.	
08/11/09	DJ	Reviewed proof's of claim; categorized claims; created matching codes to consolidate multiple claims by the same claimant; and prepared the database for later reporting.	3.90
08/11/09	DJ	Correspondence and phone conference with P. Holden related to Earthgrains pre-petition obligations; and reviewed of all detail of Earthgrains pre-petition deliveries and invoices.	0.80
08/11/09	DJ	Multiple discussions and correspondence with K. Mills; V. Ressler; and R. Sigmon; related to the Period 7 Monthly Operating Report; receipt of certain data for the Period 7 MOR; and preparation of certain exhibits for such MOR.	2.10
08/12/09	DJ	Reviewed proof's of claim; categorized claims; created matching codes to consolidate multiple claims by the same claimant; and prepared the database for later reporting.	3.90
08/12/09	DJ	Reviewed order entered by the Court related to the 503(b)(9) Program; modified the Trade Agreements based on the order; updated the merge file base on the order and prepared the print file for the Trade Agreements.	2.80
08/12/09	DJ	Updated the contracts assume/reject model for new information received related to certain IT contracts.	1.50
08/12/09	DJ	Reviewed the most recent claims register; phone conference with A. Brooks to discuss the status of the final claims register; and prepared an initial estimate of claims to be used in a liquidation analysis.	1.50
08/13/09	DJ	Reviewed proof's of claim; categorized claims; created matching codes to consolidate multiple claims by the same claimant; and prepared the database for later reporting.	3.90
08/13/09	DJ	Correspondence with M. Feder, K. Jones, B. Carney, and G. Cauthen related to the modifying the reporting requirements in the MOR; and correspondence and phone conference with J. Smoak from the USTs office to discuss such requested modifications and other reporting procedures.	2.10
08/13/09	DJ	Created final merge file for the 503(b)(9) program to generate letters to all vendors eligible of the program; generated letters and prepared the print file; coordinated with D. Faber and the BI-LO print shop to produce, stuff,	2.50



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		and mail all letters to vendors.	
08/13/09	DJ	Updated 503(b)(9) tracking document to reflect all vendors receiving letters; and updated the comments section based on discussions held with various vendors related to the Program.	1.20
08/14/09	DJ	Reviewed proofs of claim; categorized claims; created matching codes to consolidate multiple claims by the same claimant; and prepared the database for later reporting.	3.90
08/14/09	DJ	Receipt of data for Monthly Operating Report for Period 7 from V. Ressler; review of all such data; additional requests for data made; and incorporation of such data into the Period 7 MOR.	2.10
08/17/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; and coordinated with R. Sigmon to arrange for payments of vendors.	3.90
08/17/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; and coordinated with A. Brooks to get updated information related to filed claims.	2.50
08/18/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; and coordinated with R. Sigmon to arrange for payments of vendors.	3.90
08/20/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; and coordinated with R. Sigmon to arrange for payments of vendors.	3.90
08/20/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
08/20/09	DJ	Worked with K. Jones; V. Ressler; R. Sigmon; K. Mills; and others to gather data and compile to the Monthly Operating report to be filed with the Court for Period 7.	3.20



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Date	Consultant	Description of Services	Hours
08/21/09	DJ	Worked with B. Boggess, J. Bonno, and C. Suss to prepare certain sections of a preliminary liquidation analysis.	2.50
08/21/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; and coordinated with R. Sigmon to arrange for payments of vendors.	3.90
08/24/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	2.10
08/24/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; and coordinated with R. Sigmon to arrange for payments of vendors.	3.90
08/25/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; and coordinated with R. Sigmon to arrange for payments of vendors.	3.90
08/25/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
08/25/09	DJ	Meeting with M. Feder, B. Boggess, J. Bonno, and C. Suss to discuss the assumptions used in the liquidation analysis and to determine open items.	2.00
08/25/09	DJ	Multiple discussions with T. Breeden, R. Sigmon, and K. Mills to gather information to determine the pre-petition and post-petition CMA receivables from multiple vendors to be used as deductions against 503(b)(9) payments.	1.50
08/26/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; and coordinated with R. Sigmon to arrange for payments of vendors.	3.90



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Date	Consultant	Description of Services	Hours
08/26/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
08/27/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; and coordinated with R. Sigmon to arrange for payments of vendors.	3.90
08/27/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
08/27/09	DJ	Prepared for, participated in and followed up on meeting with B. Carney, M. Feder, B. Boggess, J. Bonno, and C. Suss to update the status on claims, the 503(b)(9) Program and other case related matters.	1.00
08/27/09	DJ	Meeting with C. Suss to review the final draft of the preliminary liquidation analysis; reviewed the draft; and made comments and adjustments to the final draft.	2.00
08/28/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	2.20
08/28/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; and coordinated with R. Sigmon to arrange for payments of vendors.	3.90
08/31/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
08/31/09	NK	Reconciliation of disputed 503(b)(9) claim amounts.	3.40



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Date	Consultant	Description of Services	Hours
08/31/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; and coordinated with R. Sigmon to arrange for payments of vendors.	3.90
08/31/09	NK	Review of received 503(b)(9) agreements and scheduling of payments to claimants.	3.10
Total Hours			162.80





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Fee Recap:

Consultant	Hours	Rate	Amount
Dudley Jordan	156.30	450.00	70,335.00
Nathan Kramer	6.50	235.00	1,527.50
<b>Total Hours &amp; Fees</b>	<b>162.80</b>		<b>71,862.50</b>



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Invoice # 2021759-5  
Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Consultant	Description of Services	Hours
08/03/09	MAF	Travel to Bi-Lo Charlotte meeting (3)	3.00
08/03/09	BB	Drive to BI-LO	2.50
08/03/09	BB	Drive to Charlotte	1.60
08/03/09	JB	Travel from Home to BILO	3.10
08/03/09	JB	Travel from BILO to Nelson Mullens office in Charlotte	1.60
08/03/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	3.50
08/03/09	DJ	Travel from DFW to Greenville, SC.	4.50
08/04/09	MAF	Travel from Charlotte (1.8)	1.80
08/04/09	JB	Travel from Nelson Mullens office to BI LO	1.60
08/04/09	BB	Drive to Greenville from Charlotte	1.80
08/06/09	JB	Travel from BI-LO to Home	2.70
08/07/09	BB	Drive home to Atlanta	3.00
08/07/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
08/07/09	DJ	Travel from Greenville, SC to DFW.	4.50
08/10/09	DJ	Travel from DFW to Greenville, SC.	4.50
08/10/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	3.50
08/10/09	BB	Travel to NYC for BI-Lo Creditors Committee Meeting	3.50
08/10/09	JB	Travel from Home to BI-LO	2.70
08/10/09	MAF	Travel to BI-LO (3.5)	3.50
08/11/09	JB	Travel from BI LO to Atlanta Airport	2.50
08/11/09	JB	Travel from Atlanta to New York	3.10
08/11/09	JB	Travel from NY airport to Hotel	0.80
08/12/09	MAF	Travel from Bi-Lo to NYC for UCC meeting (3.5)	3.50
08/13/09	BB	Travel home from BI-LO UCC meeting	3.50
08/13/09	JB	Travel to airport	0.60
08/13/09	JB	Travel from NY to Atlanta	2.50
08/13/09	JB	Travel from Airport to Home	1.20
08/14/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
08/14/09	DJ	Travel from Greenville, SC to DFW.	4.50
08/17/09	MAF	Travel to Bi-Lo	3.50



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08/17/09	BB	Travel to BI-LO	2.50
08/17/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	3.00
08/17/09	DJ	Travel from DFW to Greenville, SC.	4.50
08/18/09	MAF	Travel to meeting in Columbia with US Trustee (2) Travel from meeting in Columbia with US Trustee (2)	4.00
08/19/09	MAF	Travel to/from Court in Spartanberg (1)	1.00
08/20/09	BB	Drive home from BI-LO	2.00
08/21/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
08/21/09	MAF	Travel from Bi-Lo (3.5)	3.50
08/21/09	DJ	Travel from Greenville, SC to DFW.	4.50
08/24/09	DJ	Travel from DFW to Greenville, SC.	4.50
08/24/09	BB	Drive to BI-LO	2.50
08/24/09	JB	Travel from Home to BI-LO	3.10
08/24/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	3.50
08/24/09	MAF	Travel to Bi-Lo (3.5)	3.50
08/27/09	JB	Travel to/from BI LO HQ to 5 year planning meeting	2.00
08/28/09	JB	Travel from BI LO to Home	2.70
08/28/09	BB	Drive home from BI-Lo	2.50
08/28/09	DJ	Travel from Greenville, SC to DFW.	4.50
08/28/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
08/28/09	MAF	Travel to / from court (1) Travel from Bi-Lo (3.5)	4.50
08/30/09	MAF	Travel to Dallas Meeting (3.5)	3.50
08/30/09	BB	Travel and Flight to Dallas	4.00
08/31/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	3.50
08/31/09	JB	Travel from Home to BI LO	3.20
08/31/09	NK	Flight from DFW to Greenville.	4.50
08/31/09	DJ	Travel from DFW to Greenville, SC.	4.50
08/31/09	MAF	Travel from Bi-Lo Dallas meeting	3.50
<b>Total Hours</b>			<b>177.60</b>



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Fee Recap:

Consultant	Hours	Rate	Amount
Michael Feder	38.80	790.00	30,652.00
John Bonno	33.40	595.00	19,873.00
Brad Boggess	29.40	595.00	17,493.00
Dudley Jordan	40.50	450.00	18,225.00
Chad S Suss	31.00	365.00	11,315.00
Nathan Kramer	4.50	235.00	1,057.50
<b>Total Hours &amp; Fees</b>	<b>177.60</b>		<b>98,615.50</b>



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Date	Disbursement Description	Amount
06/12/09	Long Distance Calls - - VENDOR: Raindance Communications, Inc. Conference calls - B. Boggess	11.16
06/30/09	Long Distance Calls - - VENDOR: Raindance Communications, Inc. Conference calls June 2009 J Bonno	10.98
07/18/09	Airfare Michael Feder-8/10/09-JFK TO CLT	189.60
07/27/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/27/09	Parking & Tolls Michael Feder	6.00
07/27/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Brad Boggess; Dudley Jordan; Michael Feder; John Bonno; Chad Suss	71.50
07/28/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-7/27/20 09- 7/30/2009	523.60
07/28/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/28/09	Meals & Tips Michael Feder-Breakfast	6.00
07/28/09	Parking & Tolls Michael Feder	6.00
07/28/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Chad Suss; Dudley Jordan; Michael Feder; Brad Boggess	194.26
07/29/09	Airfare Dudley Jordan-8/3/09-DFW TO GSP	888.70
07/29/09	Airfare Service Charge Dudley Jordan	13.00
07/29/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenville- 7/27/2009-7/29/2009	530.80
07/29/09	Meals & Tips Michael Feder-Breakfast	6.00
07/29/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/29/09	Parking & Tolls Michael Feder	6.00
07/29/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Dudley Jordan; John Bonno; Brad Boggess; Michael Feder; Chad Suss	92.47
07/29/09	Meals - Engagement Team Bradley Boggess-Dinner-Bi-lo-Chad Suss; Bradley Boggess; Dudley Jordan	78.00
07/30/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenville- 7/27/2009-7/30/2009	655.60
07/30/09	Meals & Tips Michael Feder-Breakfast	6.00
07/30/09	Meals & Tips Dudley Jordan-Breakfast	6.31
07/30/09	Parking & Tolls Michael Feder	6.00
07/30/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-John Bonno;	150.00



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	Chad Suss; Dudley Jordan; Michael Feder	
07/30/09	Meals - Engagement Team Michael Feder-Lunch-Bi-lo-Brad Boggess; John Bonno; Michael Feder; Debbie Faber	39.23
07/31/09	Cab Fare/Ground Transportation Michael Feder	42.00
07/31/09	Gas/Fuel Michael Feder	23.00
07/31/09	Meals & Tips Michael Feder-Breakfast	6.00
07/31/09	Rental Car Dudley Jordan-4 Days-Greenville	249.95
07/31/09	Rental Car Michael Feder-4 Days-Charlotte	263.12
08/03/09	Airfare Bradley Boggess-9-10-09-ATL-LGA	519.20
08/03/09	Cab Fare/Ground Transportation Chadwick Suss	10.00
08/03/09	Cab Fare/Ground Transportation Michael Feder	40.00
08/03/09	Gas/Fuel John Bonno	35.12
08/03/09	Lodging John Bonno-Omni Hotels Mgmt Corp-Charlotte-8/3/2 009	139.00
08/03/09	Lodging John Bonno-Omni Hotels Mgmt Corp-Charlotte-8/3/2 009	21.20
08/03/09	Lodging Bradley Boggess-Omni Hotels Mgmt Corp-Charlotte-8/3/2009	192.15
08/03/09	Lodging Michael Feder-Omni Hotels-Charlotte-8/3/2009	160.20
08/03/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-8/3/200 9-8/6/2009	655.60
08/03/09	Meals & Tips Michael Feder-Breakfast .txt	8.00
08/03/09	Meals & Tips Chadwick Suss-Breakfast	8.92
08/03/09	Meals & Tips Bradley Boggess-Breakfast	7.92
08/03/09	Meals & Tips John Bonno-Breakfast	6.07
08/03/09	Meals & Tips John Bonno-Dinner	34.67
08/03/09	Meals & Tips Bradley Boggess-Breakfast	4.92
08/03/09	Mileage Bradley Boggess-154 Miles	84.70
08/03/09	Mileage Bradley Boggess-102 Miles	56.10
08/03/09	Mileage Bradley Boggess-154 Miles	84.70
08/03/09	Other Bradley Boggess	25.00
08/03/09	Parking & Tolls Michael Feder	15.00
08/03/09	Parking & Tolls John Bonno	22.00
08/03/09	Parking & Tolls Chadwick Suss	6.00



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08/03/09	Parking & Tolls Dudley Jordan	128.65
08/03/09	Meals - Engagement Team Dudley Jordan-Dinner-Bi-Lo-Dudley Jordan; Chad Suss	84.23
08/03/09	Train Chadwick Suss-CHICAGO	2.25
08/04/09	Airfare Michael Feder-8/12/09-CLT TO LGA	138.10
08/04/09	Airfare John Bonno-08/11/09-ATL - LGA	519.20
08/04/09	Airfare Service Charge John Bonno	40.00
08/04/09	Phone - Internet Access Bradley Boggess	9.95
08/04/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenville-8/4/2009-8/5/2009	327.80
08/04/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenville-8/4/2009-8/6/2009	509.70
08/04/09	Meals & Tips John Bonno-Breakfast	7.53
08/04/09	Meals & Tips Bradley Boggess-Breakfast	5.50
08/04/09	Meals & Tips Dudley Jordan-Dinner	8.50
08/04/09	Meals & Tips Michael Feder-Breakfast	10.00
08/04/09	Meals & Tips Chadwick Suss-Breakfast	6.43
08/04/09	Mileage Bradley Boggess-102 Miles	56.10
08/04/09	Parking & Tolls Michael Feder	6.00
08/04/09	Parking & Tolls John Bonno	6.00
08/04/09	Parking & Tolls Chadwick Suss	6.00
08/04/09	Supplies Dudley Jordan	-19.07
08/04/09	Supplies Dudley Jordan	95.35
08/04/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Chad Suss; John Bonno; Brad Boggess; Michael Feder; Dudley Jordan	120.38
08/05/09	Airfare Dudley Jordan-8/18/09-CLT TO ORD	381.32
08/05/09	Airfare Dudley Jordan-8/10/09-DFW TO GSP	888.70
08/05/09	Airfare Service Charge Dudley Jordan	13.00
08/05/09	Airfare Service Charge Dudley Jordan	13.00
08/05/09	Phone - Internet Access Bradley Boggess	9.95
08/05/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville-8/4/2009-8/5/2009	327.80
08/05/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville-	655.60



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Date	Disbursement Description	Amount
	8/3/2009-8/6/2009	
08/05/09	Meals & Tips Michael Feder-Breakfast	6.00
08/05/09	Meals & Tips John Bonno-Breakfast	10.78
08/05/09	Meals & Tips Bradley Boggess-Breakfast	4.50
08/05/09	Other John Bonno	5.00
08/05/09	Parking & Tolls John Bonno	6.00
08/05/09	Parking & Tolls Michael Feder	6.00
08/05/09	Parking & Tolls Chadwick Suss	6.00
08/05/09	Supplies Dudley Jordan	-76.28
08/05/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Chad Suss; John Bonno; Brad Boggess; Dudley Jordan; Michael Feder	126.51
08/06/09	Airfare Chadwick Suss-2009-08-31 ORD - GSP	426.34
08/06/09	Airfare Chadwick Suss-2009-09-08 ORD - GSP	416.55
08/06/09	Airfare Chadwick Suss-2009-09-14 ORD - GSP	426.34
08/06/09	Airfare Service Charge Chadwick Suss-8/31/09	13.00
08/06/09	Airfare Service Charge Chadwick Suss-9/14/09	13.00
08/06/09	Airfare Service Charge Chadwick Suss-9/8/09	13.00
08/06/09	Gas/Fuel John Bonno	32.56
08/06/09	Phone - Internet Access Bradley Boggess	9.95
08/06/09	Phone - Internet Access Bradley Boggess	9.95
08/06/09	Lodging Michael Feder-Marriott Hotels-Washington-8/6/200 9	353.81
08/06/09	Meals & Tips John Bonno-Dinner	12.86
08/06/09	Meals & Tips Chadwick Suss-Breakfast	5.70
08/06/09	Parking & Tolls Chadwick Suss	6.00
08/06/09	Rental Car Michael Feder-3 Days-Charlotte	216.88
08/06/09	Meals - Engagement Team Bradley Boggess-Dinner-Bi-lo-Dudley Jordan; Chad Suss	213.04
08/07/09	Cab Fare/Ground Transportation Chadwick Suss	10.00
08/07/09	Meals & Tips Chadwick Suss-Breakfast	5.70
08/07/09	Mileage Bradley Boggess-154 Miles	84.70
08/07/09	Rental Car Chadwick Suss-4 Days-Greenville	231.68
08/07/09	Rental Car Dudley Jordan-4 Days-Greenville	297.07





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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-5

Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
08/07/09	Meals - Engagement Team Dudley Jordan-Dinner-Bilo-Dudley Jordan; Chad Suss	70.52
08/07/09	Meals - Engagement Team Bradley Boggess-Lunch-Bi-lo-Dudley Jordan	28.70
08/07/09	Train Chadwick Suss-CHICAGO	2.25
08/09/09	Airfare Service Charge Michael Feder-8/10/2009	10.00
08/09/09	Airfare Service Charge Michael Feder-8/10/2009	15.00
08/10/09	Airfare Michael Feder-8/17/09-ORD TO CLT	505.70
08/10/09	Cab Fare/Ground Transportation - - VENDOR: Valera Global, Inc. B. Boggesf	84.27
08/10/09	Cab Fare/Ground Transportation Chadwick Suss	10.00
08/10/09	Client Meals & Entertainment Bradley Boggess-Dinner-Larry Kwon; Bradley Boggess	209.00
08/10/09	Gas/Fuel John Bonno	38.31
08/10/09	Phone - Internet Access Bradley Boggess	16.28
08/10/09	Phone - Internet Access Bradley Boggess	9.95
08/10/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenville- 8/10/2009-8/11/2009	327.80
08/10/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville- 8/10/2009	163.90
08/10/09	Meals & Tips John Bonno-Breakfast	5.34
08/10/09	Meals & Tips Chadwick Suss-Breakfast	10.26
08/10/09	Meals & Tips Michael Feder-Breakfast	7.50
08/10/09	Meals & Tips Dudley Jordan-Lunch	2.98
08/10/09	Parking & Tolls Michael Feder	6.00
08/10/09	Parking & Tolls Dudley Jordan	128.65
08/10/09	Parking & Tolls John Bonno	6.00
08/10/09	Parking & Tolls Chadwick Suss	6.00
08/10/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Chad Suss; John Bonno	103.70
08/10/09	Train Chadwick Suss-ORD	2.25
08/11/09	Airfare Service Charge Michael Feder-8/12/2009	15.00
08/11/09	Phone - Internet Access Bradley Boggess	16.28



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BI-LO, LLC  
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208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-5  
  
Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
08/11/09	Lodging Bradley Boggess-Sheraton-New York-8/11/2009-8/12/2009	440.74
08/11/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-8/10/20 09-8/13/2009	655.60
08/11/09	Meals & Tips Dudley Jordan-Dinner	7.50
08/11/09	Meals & Tips John Bonno-Breakfast	4.31
08/11/09	Meals & Tips Michael Feder-Breakfast	6.00
08/11/09	Meals & Tips Chadwick Suss-Breakfast	5.70
08/11/09	Parking & Tolls Chadwick Suss	6.00
08/11/09	Parking & Tolls Michael Feder	6.00
08/11/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Chad Suss	130.09
08/12/09	Cab Fare/Ground Transportation Michael Feder	45.00
08/12/09	Gas/Fuel Michael Feder	22.00
08/12/09	Phone - Internet Access Bradley Boggess	16.28
08/12/09	Lodging John Bonno-Sheraton-New York-8/11/2009-8/12/2009	440.74
08/12/09	Meals & Tips Chadwick Suss-Breakfast	2.69
08/12/09	Meals & Tips Michael Feder-Breakfast	7.00
08/12/09	Meals & Tips John Bonno-Breakfast	6.97
08/12/09	Parking & Tolls Chadwick Suss	6.00
08/12/09	Rental Car John Bonno-22 Days-Kennesaw	984.70
08/12/09	Rental Car Michael Feder-2 Days-Charlotte	131.55
08/12/09	Meals - Engagement Team Dudley Jordan-Dinner-Bilo-Chad Suss; Dudley Jordan	75.08
08/13/09	Cab Fare/Ground Transportation Bradley Boggess	5.62
08/13/09	Cab Fare/Ground Transportation Bradley Boggess	27.90
08/13/09	Gas/Fuel John Bonno	42.27
08/13/09	Phone - Internet Access Bradley Boggess	9.95
08/13/09	Lodging Michael Feder-Waldorf Astoria-New York-8/13/2009	279.00
08/13/09	Lodging Michael Feder-Waldorf Astoria-New York-8/13/2009	44.65
08/13/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville-8/10/2009-8/13/2009	655.60
08/13/09	Meals & Tips Chadwick Suss-Breakfast	4.63
08/13/09	Meals & Tips John Bonno-Dinner	36.72



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-5

Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
08/13/09	Meals & Tips John Bonno-Dinner	9.79
08/13/09	Meals & Tips Michael Feder-Breakfast	6.00
08/13/09	Meals & Tips Michael Feder-Dinner	74.67
08/13/09	Parking & Tolls John Bonno	30.00
08/13/09	Parking & Tolls Chadwick Suss	6.00
08/13/09	Long Distance Calls John Bonno	2.00
08/14/09	Airfare Dudley Jordan-8/17/09-DFW TO GSP	898.71
08/14/09	Airfare Service Charge Dudley Jordan	40.00
08/14/09	Cab Fare/Ground Transportation Chadwick Suss	10.00
08/14/09	Meals & Tips Chadwick Suss-Breakfast	7.55
08/14/09	Rental Car Chadwick Suss-4 Days-Greenville	286.10
08/14/09	Rental Car Dudley Jordan-4 Days-Greenville	299.51
08/14/09	Train Chadwick Suss-ORD	2.25
08/15/09	Rental Car John Bonno-3 Days-Kennesaw	137.92
08/16/09	Airfare Michael Feder-2009-08-21-CLT-ATL	403.90
08/17/09	Airfare Michael Feder-2009-08-28-CLT-LGA	98.10
08/17/09	Airfare Michael Feder-2009-08-17-LGA-ORD	109.60
08/17/09	Airfare Michael Feder-2009-08-17-CLT-ORD	140.70
08/17/09	Cab Fare/Ground Transportation Michael Feder-Bi-lo Travel	42.00
08/17/09	Cab Fare/Ground Transportation Chadwick Suss	43.00
08/17/09	Phone - Internet Access Bradley Boggess	9.95
08/17/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenville-08/17/2009-08/21/2009	655.60
08/17/09	Meals & Tips Dudley Jordan-Breakfast	6.31
08/17/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	8.00
08/17/09	Meals & Tips Chadwick Suss-Breakfast	10.26
08/17/09	Mileage Bradley Boggess-154 Miles	84.70
08/17/09	Mileage Bradley Boggess-154 Miles	84.70
08/17/09	Parking & Tolls Chadwick Suss	6.00
08/17/09	Parking & Tolls Michael Feder	6.00
08/17/09	Parking & Tolls Dudley Jordan	212.51
08/17/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Bi-lo Travel-	115.04



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-5  
  
Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
	Michael Feder; Brad Boggess; Dudley Jordan; Chad Suss	
08/18/09	Airfare Service Charge Chadwick Suss-9/21/09	13.00
08/18/09	Phone - Internet Access Bradley Boggess	9.95
08/18/09	Meals & Tips Chadwick Suss-Breakfast	4.74
08/18/09	Meals & Tips Dudley Jordan-Breakfast	6.31
08/18/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	7.50
08/18/09	Parking & Tolls Michael Feder	6.00
08/18/09	Parking & Tolls Chadwick Suss	6.00
08/18/09	Rental Car Michael Feder-0 Days-Charlotte NC	131.55
08/18/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Bi-lo Travel- Michael Feder; Brad Boggess; Chad Suss	95.08
08/19/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville- 8/17/2009-8/20/2009	655.60
08/19/09	Meals & Tips Chadwick Suss-Breakfast	7.20
08/19/09	Meals & Tips Dudley Jordan-Breakfast	6.31
08/19/09	Meals & Tips Dudley Jordan-Dinner	16.87
08/19/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	7.00
08/19/09	Parking & Tolls Michael Feder	6.00
08/19/09	Parking & Tolls Chadwick Suss	6.00
08/19/09	Supplies Bradley Boggess	12.83
08/19/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Bi-lo Travel- Michael Feder; Brad Boggess; Chad Suss	154.86
08/20/09	Airfare Dudley Jordan-2009-08-24 DFW-GSP	898.71
08/20/09	Airfare Service Charge Dudley Jordan	13.00
08/20/09	Gas/Fuel Michael Feder-Bi-lo Travel	20.00
08/20/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-8/17/20 09- 8/20/2009	655.60
08/20/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenville- 8/17/2009-8/20/2009	679.60
08/20/09	Meals & Tips Chadwick Suss-Breakfast	5.70
08/20/09	Meals & Tips Dudley Jordan-Breakfast	6.31
08/20/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	6.00
08/20/09	Parking & Tolls Michael Feder	6.00



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-5

Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
08/20/09	Parking & Tolls Chadwick Suss	6.00
08/20/09	Meals - Engagement Team Dudley Jordan-Dinner-Bilo-Chad Suss	108.88
08/21/09	Airfare Chadwick Suss-2009-09-21 ORD - GSP	489.06
08/21/09	Cab Fare/Ground Transportation Chadwick Suss	12.00
08/21/09	Gas/Fuel Michael Feder-Bi-lo Travel	24.00
08/21/09	Meals & Tips Dudley Jordan-Breakfast	6.31
08/21/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	6.00
08/21/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	6.00
08/21/09	Meals & Tips Chadwick Suss-Breakfast	8.63
08/21/09	Rental Car Chadwick Suss-4 Days-Greenville	282.00
08/21/09	Rental Car Dudley Jordan-4 Days-Greenville	370.28
08/21/09	Rental Car Michael Feder-4 Days-Charlotte NC	328.90
08/21/09	Train Chadwick Suss-ORD	2.25
08/22/09	Meals & Tips Dudley Jordan-Dinner	8.50
08/24/09	Airfare Michael Feder-2009-08-28-CLT-LGA-Bi-lo Travel	317.70
08/24/09	Cab Fare/Ground Transportation Michael Feder-Bi-lo Travel	20.00
08/24/09	Cab Fare/Ground Transportation Chadwick Suss	43.00
08/24/09	Phone - Internet Access Bradley Boggess	9.95
08/24/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenville-08/24/2009-08/28/2009	655.60
08/24/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-8/24/20 09-8/27/2009	655.60
08/24/09	Meals & Tips Dudley Jordan-Dinner	8.50
08/24/09	Meals & Tips Dudley Jordan-Breakfast	6.31
08/24/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	8.00
08/24/09	Mileage Bradley Boggess-154 Miles	84.70
08/24/09	Parking & Tolls Michael Feder	6.00
08/24/09	Parking & Tolls Dudley Jordan	128.65
08/24/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Bi-lo Travel-Michael Feder; Brad Boggess; Dudley Jordan; Chad Suss; John Bonno	121.19
08/25/09	Meals & Tips Dudley Jordan-Breakfast	6.31
08/25/09	Meals & Tips Dudley Jordan-Dinner	8.50



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2021759-5  
  
Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
08/25/09	Meals & Tips Chadwick Suss-Dinner	15.00
08/25/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	6.00
08/25/09	Other Michael Feder-Bi-lo Travel	7.00
08/25/09	Parking & Tolls Michael Feder	6.00
08/25/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Bi-lo Travel-Michael Feder; Brad Boggess; Dudley Jordan; John Bonno	54.97
08/26/09	Airfare Michael Feder-9/15/2009-ORD-CLT-Bi-lo Travel	192.60
08/26/09	Meals & Tips Dudley Jordan-Dinner	8.50
08/26/09	Meals & Tips Dudley Jordan-Breakfast	6.31
08/26/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	6.00
08/26/09	Parking & Tolls Michael Feder	6.00
08/26/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Bi-lo Travel-Michael Feder; Brad Boggess; Duncan Jordon; Chad Suss; John Bonno	176.35
08/27/09	Airfare Michael Feder-2009-08-27-LGA-DFW-Bi-lo Travel	1,843.20
08/27/09	Meals & Tips Dudley Jordan-Breakfast	6.31
08/27/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	6.00
08/27/09	Meals & Tips Chadwick Suss-Breakfast	7.25
08/27/09	Parking & Tolls Michael Feder	6.00
08/27/09	Meals - Engagement Team Dudley Jordan-Dinner-Bi-lo-Chad Suss; Dudley Jordan	54.25
08/28/09	Airfare Dudley Jordan-2009-08-31 - DFW - GSP	898.71
08/28/09	Airfare Service Charge Dudley Jordan	13.00
08/28/09	Cab Fare/Ground Transportation Michael Feder-Bi-lo Travel	35.00
08/28/09	Gas/Fuel Michael Feder-Bi-lo Travel	38.00
08/28/09	Meals & Tips Dudley Jordan-Breakfast	6.31
08/28/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	5.00
08/28/09	Meals & Tips Chadwick Suss-Breakfast	6.50
08/28/09	Mileage Bradley Boggess-154 Miles	84.70
08/28/09	Other Dudley Jordan	25.00
08/28/09	Other Dudley Jordan	25.00
08/28/09	Rental Car Dudley Jordan-4 Days-Greenville	318.56
08/28/09	Rental Car Michael Feder-4 Days-Charlotte NC-Bi-lo Travel	328.90



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BI-LO, LLC  
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Invoice # 2021759-5  
  
Re: Travel (50% Billable)  
Client/Matter # 005784.00108

**Disbursement Recap:**

Description	Amount
Airfare	11,590.74
Airfare Service Charge	237.00
Cab Fare/Ground Transportation	479.79
Client Meals & Entertainment	209.00
Gas/Fuel	275.26
Phone - Internet Access	138.39
Lodging	12,018.49
Meals & Tips	659.60
Mileage	705.10
Other	87.00
Parking & Tolls	851.46
Long Distance Calls	24.14
Rental Car	4,858.67
Supplies	12.83
Meals - Engagement Team	2,458.33
Train	11.25
<b>Total Disbursements</b>	<b>34,617.05</b>



Chicago Dallas Detroit Dusseldorf London Los Angeles  
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October 21, 2009

BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Client: 005784  
Inv. No.: 2022220

Federal Tax ID 38-3622570

For Professional Services: September 1 through September 30, 2009

Current Charges:		Hours	Rate	Amount
Nathan Kramer	Analyst	220.60	235.00	51,841.00
Chad S Suss	Associate	246.10	365.00	89,826.50
Kareem El-Alaily	Vice President	143.20	450.00	64,440.00
Dudley Jordan	Vice President	224.10	450.00	100,845.00
John Bonno	Director	222.40	595.00	132,328.00
Martin Schumacher	Director	184.60	595.00	109,837.00
Brad Boggess	Director	212.50	595.00	126,437.50
Michael Feder	Managing Director	98.10	790.00	77,499.00
Total Hours & Fees		<u>1,551.60</u>		753,054.00
Less 50% Travel Time				(61,114.25)
Less 40% Credit for K. El-Alaily per Revised Engagement Letter				(25,776.00)
Subtotal				<u>666,163.75</u>
Expenses				<u>56,876.62</u>
Total Amount Due				<u>USD \$723,040.37</u>

**Please reference the invoice number noted above on any payment remittance. Thank You.**

Send electronic remittance to:

Send check remittance to:

Account Name: AP Services LLC  
Account Number: 004-62643  
Bank Name: Deutsche Bank  
ABA: 021-001-033

AP Services LLC  
P.O. Box 5838  
Carol Stream, IL 60197-5838





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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Project Code	Description	Amount
005784.00101	CRO	56,564.00
005784.00102	Bankruptcy Support	75,372.50
005784.00103	Operations	362,718.00
005784.00104	Claims	8,145.00
005784.00106	Post Filing	128,026.00
005784.00108	Travel (50% Billable)	61,114.25
<b>Total Fees Incurred</b>		<b>\$691,939.75</b>

Expenses	Amount
Airfare	19,007.59
Airfare Service Charge	760.00
Cab Fare/Ground Transportation	1,014.10
Client Meals & Entertainment	90.26
Gas/Fuel	370.40
Phone - Internet Access	129.42
Lodging	21,713.77
Meals & Tips	1,675.61
Mileage	706.20
Other	1,072.71
Parking & Tolls	1,623.02
Long Distance Calls	73.24
Postage/Messenger/Courier	20.45
Rental Car	5,634.25
Meals - Engagement Team	2,985.60
<b>Total Disbursements</b>	<b>56,876.62</b>



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Milan Munich New York Paris San Francisco Shanghai Tokyo

BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2022220-1  
Re: CRO  
Client/Matter # 005784.00101

Date	Consultant	Description of Services	Hours
09/01/09	MAF	Call with Simms on executive comp (.5) Call with Suss on professional fees (.3) Executive comp matters (.5)	1.30
09/14/09	MAF	Calls on various topics upon arrival (1) court prep discussion with F. Knowleton (.5)	1.50
09/15/09	MAF	Prep for and attend court (1.5) Prep for Wednesday hearing (2) Meetings and post meetings on offers (1.5) Calls and discussions of exec comp (.5 & .5) Updates on claims and 503(b)(9) - (.8)	6.80
09/16/09	MAF	Prep for and attend court hearing (3.5) Meeting with Ahold (1) Meeting to discuss plans and strategy (1.5) Review monthly operating report (.5) Call with Simms (.5)	7.00
09/17/09	MAF	Prep for and attend meeting with FL in Charlotte (.8 & 4) discuss and review plan comparison documents (.7 & .8)	6.30
09/18/09	MAF	Calls on plan comparison (.5 & 2) Update with Carney and Byars (1)	3.50
09/19/09	MAF	Call on plan comparison (1.5)	1.50
09/20/09	MAF	Call on plan alternative comparison (.9)	0.90
09/21/09	MAF	Meeting on term lender comparison (2 & .5) meeting on process (1.7) Executive comp contract review (.3 & .7) Review and update comparison (.5 & .5) Bankruptcy call (.7)	6.90
09/22/09	MAF	Meeting with Pegnia & Simms (2.2) Prep for UCC meeting (1.1) Meeting with UCC and Term advisors (7)	10.30
09/23/09	MAF	Discussion of claims and debrief on meeting (.5 & .3) Discuss executive comp (.5 & .7) Review status of Bruno's claims (.4 & .3 & 1) Call with Simms (.5)	4.20
09/24/09	MAF	Discuss diligence requests (.5) meeting on insurance and follow up (.6 & .2) Call with Topco (1) Executive comp discussion (.8 & .5) Meeting on comparison (.4 & .5) Discussion of Bruno's claims (.5 & .7) Bankruptcy professionals update (1.3)	7.00
09/25/09	MAF	Calls on executive comp (.2 & 1 & .3) Call on follow up from FL meeting (.7) Call on hearing for 10/5 - (.2)	2.40
09/29/09	MAF	Review of Lone Star proposal (.6 & .5) Discussion of Exec. comp (.7 & .5 & .5) Meeting with Byars (2)	4.80
09/30/09	MAF	Meeting with M. Byars re: status (1 & .5) Calls on executive comp (.7 & 2 & .5 & .5) Meeting with with company re:	7.20



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2022220-1  
Re: CRO  
Client/Matter # 005784.00101

Date	Consultant	Description of Services	Hours
		strategic buyer and backstop (1.5 & .5)	
		<b>Total Hours</b>	<b>71.60</b>



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2022220-1  
  
Re: CRO  
Client/Matter # 005784.00101

Fee Recap:

Consultant	Hours	Rate	Amount
Michael Feder	71.60	790.00	56,564.00
<b>Total Hours &amp; Fees</b>	<b>71.60</b>		<b>56,564.00</b>



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2022220-2  
  
Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
09/01/09	CSS	Reviewed C&S and DSD purchase template developed by Terry Stanley (Bi-Lo) to determine impact on current cash flow model.	0.30
09/01/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee payment schedule.	1.40
09/01/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	2.50
09/01/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	3.10
09/01/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	2.10
09/01/09	CSS	Researched Bi-Lo period 7 balance sheet for Best Interest Analysis.	3.20
09/02/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	1.80
09/02/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday coupled with expectations for the week.	2.70
09/02/09	CSS	Prepared and delivered reporting package to Ken Jones (Bi-Lo).	2.40
09/02/09	CSS	Incorporated team comments into the Bi-Lo Best Interest Analysis.	2.10
09/02/09	CSS	Prepared for, participated in and followed up on a meeting with Bill Nasshan (Bi-Lo) and Ken Jones (Bi-Lo) to discuss Bi-Lo's merchandising activities and impact on cash flow forecast.	1.50
09/03/09	CSS	Met with Ken Jones (Bi-Lo) to discuss mid-week cash operating results and impact on the thirteen week cash flow model, daily cash flow model and overall reporting package.	0.50
09/03/09	CSS	Incorporated receipt, disbursement and timing changes in thirteen week cash flow model, daily model and reporting package per direction from Ken Jones (Bi-Lo).	1.60
09/03/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and prepared a draft package for review by Ken Jones (Bi-Lo)	2.80



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Date	Consultant	Description of Services	Hours
		and the internal working group.	
09/03/09	CSS	Prepared for, participated in and followed up on meeting with Brad Boggess (AlixPartners), John Bonno (AlixPartners) and Dudley Jordan (AlixPartners) to discuss ongoing strategic projects at Bi-Lo.	1.00
09/03/09	CSS	Reviewed data inputs required to roll forward thirteen week cash flow model into fiscal 2010.	1.50
09/03/09	CSS	Met with Ken Jones (Bi-Lo), Kay Mills (Bi-Lo), Roy Kemper (Bi-Lo) and Vivian Ressler (Bi-Lo) to discuss Finance area 5 year plan implementation.	1.20
09/04/09	CSS	Prepared thirteen cash flow model and daily cash flow model for the upcoming week roll forward.	2.80
09/04/09	CSS	Researched and analyzed current week cash flow variances for Ken Jones (Bi-Lo).	3.90
09/04/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.60
09/08/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	0.60
09/08/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	1.00
09/08/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	1.20
09/08/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	1.00
09/08/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.50
09/08/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	2.10
09/08/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	1.80
09/08/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	0.90
09/09/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	1.70
09/09/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday	2.20



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Date	Consultant	Description of Services	Hours
		coupled with expectations for the week.	
09/09/09	CSS	Prepared and delivered cash flow reporting package to Ken Jones (Bi-Lo).	1.60
09/09/09	CSS	Prepared for, participated in, and followed up on meeting with John Croft (Bi-Lo), Brad Boggess (AlixPartners) and John Bonno (AlixPartners) regarding Bi-Lo management reports.	2.00
09/09/09	CSS	Reviewed grocery industry equity research for use in executive dashboard development.	1.00
09/10/09	CSS	Met with Ken Jones (Bi-Lo) to discuss mid-week cash operating results and impact on the thirteen week cash flow model, daily cash flow model and overall reporting package.	0.50
09/10/09	CSS	Prepared for, participated in and followed up on a meeting with Bill Nasshan (Bi-Lo) to discuss prior week operating results.	1.50
09/10/09	CSS	Prepared for, participated in, and followed up on meeting with Brad Boggess (AlixPartners), John Bonno (AlixPartners), Dudley Jordan (AlixPartners), Nathan Kramer (AlixPartners) and Brian Carney (Bi-Lo) to discuss claims status.	1.30
09/10/09	CSS	Incorporated receipt, disbursement and timing changes in thirteen week cash flow model, daily model and reporting package per direction from Ken Jones (Bi-Lo).	1.50
09/10/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and prepared a draft package for review by Ken Jones (Bi-Lo) and the internal working group.	2.10
09/11/09	CSS	Prepared thirteen cash flow model and daily cash flow model for the upcoming week roll forward.	2.00
09/11/09	CSS	Reviewed data inputs required to roll forward thirteen week cash flow model into fiscal 2010.	3.00
09/11/09	CSS	Prepared 2008 Bi-Lo professional fee summary for Dwane Bryant (Bi-Lo), Michael Feder (AlixPartners) and Brad Boggess (AlixPartners).	2.00
09/11/09	CSS	Prepared for and developed Bi-Lo Best Interest Analysis in advance of submission required by the bankruptcy court.	1.00
09/14/09	CSS	Reviewed treasury files and input actual results into the cash	1.10



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Date	Consultant	Description of Services	Hours
		forecasting models.	
09/14/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	1.40
09/14/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	1.60
09/14/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.70
09/14/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.00
09/14/09	CSS	Prepared for, participated in and followed up on a meeting with Ken Jones (Bi-Lo), Kay Mills (Bi-Lo), Richard Sigmon (Bi-Lo), Vivian Ressler (Bi-Lo) and Dudley Jordan (AlixPartners) to discuss outstanding vendor promotional monies and strategy going forward.	1.50
09/15/09	CSS	Reviewed C&S and DSD purchase template developed by Terry Stanley (Bi-Lo) to determine impact on current cash flow model.	0.50
09/15/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee payment schedule.	1.60
09/15/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	2.10
09/15/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	2.80
09/15/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	1.90
09/16/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	1.80
09/16/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday coupled with expectations for the week.	2.70
09/16/09	CSS	Prepared and delivered reporting package to Ken Jones (Bi-Lo).	2.40
09/16/09	CSS	Incorporated team comments into the Bi-Lo Best Interest Analysis.	2.10
09/16/09	CSS	Prepared for, participated in and followed up on a meeting	2.00





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Re: Bankruptcy Support  
Client/Matter # 005784.00102

Date	Consultant	Description of Services	Hours
		with Tim Carroll (William Blair), Mike Siska (William Blair), Jack Lowey (William Blair) and Brad Boggess (AlixPartners) to discuss the offer comparison analysis.	
09/16/09	CSS	Prepared for, participated in and followed up on a meeting with Terry Stanley (Bi-Lo) and John May (Bi-Lo) to discuss C&S purchase patterns and ability to forecast.	1.00
09/17/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and prepared a draft package for review by Ken Jones (Bi-Lo) and the internal working group.	1.50
09/17/09	CSS	Reviewed daily cash performance versus daily cash forecast to identify and understand variances.	1.00
09/17/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee payment schedule.	1.00
09/17/09	CSS	Prepared for, participated in and followed up on a meeting with Ken Jones (Bi-Lo) and Dudley Jordan (AlixPartners) to discuss outstanding vendor promotional monies and strategy going forward.	1.50
09/17/09	CSS	Reviewed data inputs required to roll forward thirteen week cash flow model into fiscal 2010.	3.00
09/17/09	CSS	Reviewed reorganization plan term sheets in preparation to build offer comparison analysis.	3.90
09/17/09	CSS	Prepared, edited and updated Bi-Lo reorganization plan comparison analysis.	3.80
09/18/09	CSS	Met with Ken Jones (Bi-Lo) to discuss mid-week cash operating results and impact on the thirteen week cash flow model, daily cash flow model and overall reporting package.	0.20
09/18/09	CSS	Incorporated receipt, disbursement and timing changes in thirteen week cash flow model, daily model and reporting package per direction from Ken Jones (Bi-Lo).	1.00
09/18/09	CSS	Prepared for, participated in and followed up on a meeting with Tim Carroll (William Blair), Michael Byars (Bi-Lo), Michael Feder (AlixPartners) and Brad Boggess (AlixPartners) to discuss the Bi-Lo reorganizational plan comparison analysis.	3.50
09/18/09	CSS	Incorporated team edits into the Bi-Lo reorganizational plan comparison analysis.	3.50



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Date	Consultant	Description of Services	Hours
09/19/09	CSS	Prepared for, participated in and followed up on a meeting with Tim Carroll (William Blair), Mike Siska (William Blair), Michael Byars (Bi-Lo), Brian Carney (Bi-Lo), Michael Feder (AlixPartners), John Bonno (AlixPartners) and Brad Boggess (AlixPartners) to discuss the Bi-Lo reorganizational plan comparison analysis.	1.50
09/19/09	CSS	Incorporated team edits into the Bi-Lo reorganizational plan comparison analysis.	3.50
09/20/09	CSS	Prepared for, participated in and followed up on a meeting with Tim Carroll (William Blair), Mike Siska (William Blair), Michael Byars (Bi-Lo), Brian Carney (Bi-Lo), Michael Feder (AlixPartners), John Bonno (AlixPartners) and Brad Boggess (AlixPartners) to discuss the Bi-Lo reorganizational plan comparison analysis.	1.00
09/20/09	CSS	Incorporated team edits into the Bi-Lo reorganizational plan comparison analysis.	2.00
09/21/09	CSS	Prepared for, participated in and followed up on a meeting with Tim Carroll (William Blair), Mike Siska (William Blair), Michael Byars (Bi-Lo), Brian Carney (Bi-Lo), Michael Feder (AlixPartners), John Bonno (AlixPartners) and Brad Boggess (AlixPartners) to discuss the Bi-Lo reorganizational plan comparison analysis.	1.00
09/21/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	0.90
09/21/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	1.20
09/21/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	1.70
09/21/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.30
09/21/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.10
09/21/09	CSS	Prepared for, participated in, and followed up on meeting with Ken Jones (Bi-Lo) and Jon Kohanof (Houlihan Lokey) to discuss thirteen week cash flow.	0.60
09/21/09	CSS	Incorporated team edits into the Bi-Lo reorganizational plan comparison analysis.	2.00
09/22/09	CSS	Reviewed C&S and DSD purchase template developed by	0.80



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Date	Consultant	Description of Services	Hours
		Terry Stanley (Bi-Lo) to determine impact on current cash flow model.	
09/22/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee payment schedule.	1.10
09/22/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	1.80
09/22/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	2.90
09/22/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	2.20
09/22/09	CSS	Incorporated team edits into the Bi-Lo reorganizational plan comparison analysis.	1.00
09/23/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	2.00
09/23/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday coupled with expectations for the week.	2.50
09/23/09	CSS	Prepared and delivered reporting package to Ken Jones (Bi-Lo).	2.50
09/23/09	CSS	Incorporated team edits into the Bi-Lo reorganizational plan comparison analysis.	3.00
09/24/09	CSS	Incorporated final changes and new borrowing base information into the cash flow reporting package and prepared a draft package for review by Ken Jones (Bi-Lo) and the internal working group.	1.50
09/24/09	CSS	Prepared for, participated in and followed up on a meeting with Brad Boggess (AlixPartners), WellSpring and A&M representatives to discuss Bi-Lo's cash forecast.	2.00
09/24/09	CSS	Met with Ken Jones (Bi-Lo) to discuss mid-week cash operating results and impact on the thirteen week cash flow model, daily cash flow model and overall reporting package.	0.50
09/24/09	CSS	Reviewed data inputs required to roll forward thirteen week cash flow model into fiscal 2010.	3.00
09/24/09	CSS	Incorporated team edits into the Bi-Lo reorganizational plan comparison analysis.	3.00



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Date	Consultant	Description of Services	Hours
09/25/09	CSS	Reviewed daily cash performance versus daily cash forecast to identify and understand variances.	2.00
09/25/09	CSS	Reviewed data inputs required to roll forward thirteen week cash flow model into fiscal 2010.	3.90
09/28/09	CSS	Reviewed treasury files and input actual results into the cash forecasting models.	1.00
09/28/09	CSS	Updated and rolled forward receipts section of the thirteen week cash flow model.	1.40
09/28/09	CSS	Updated and rolled forward disbursements section of the thirteen week cash flow model.	1.60
09/28/09	CSS	Updated various cash flow reports to accommodate the addition of a new week.	1.00
09/28/09	CSS	Worked to quantify check disbursements for occupancy, capital expenditures and income taxes.	1.30
09/28/09	CSS	Prepared for, participated in, and followed up on meeting with Alvarez & Marsal representatives to discuss thirteen week cash flow model assumptions.	1.70
09/29/09	CSS	Reviewed C&S and DSD purchase template developed by Terry Stanley (Bi-Lo) to determine impact on current cash flow model.	0.50
09/29/09	CSS	Reviewed Bi-Lo court documents in order to download professional fee applications and update professional fee payment schedule.	1.10
09/29/09	CSS	Finalized first draft of the thirteen week cash flow model for use in other models and reports.	2.00
09/29/09	CSS	Updated daily cash flow forecasting model from the thirteen week cash flow model.	2.80
09/29/09	CSS	Prepared preliminary reporting package in advance of mid-week refresh.	2.50
09/30/09	CSS	Executed a mid-week refresh of the daily cash flow model based on actual data from Monday and Tuesday coupled with latest expectations for the week.	1.70
09/30/09	CSS	Executed a mid-week refresh of the thirteen week cash flow model based on actual data from Monday and Tuesday coupled with expectations for the week.	2.30
09/30/09	CSS	Prepared and delivered reporting package to Ken Jones (Bi-Lo).	2.00



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Date	Consultant	Description of Services	Hours
09/30/09	CSS	Prepared for, participated in, and followed up on meeting with Danny Langston (Bi-Lo) to discuss payroll and benefit assumptions in the thirteen week cash flow model.	1.50
09/30/09	CSS	Prepared for, participated in, and followed up on meeting with Jeff Green (Bi-Lo), Vivian Ressler (Bi-Lo) and Roy Kemper (Bi-Lo) to discuss thirteen week cash flow model assumptions.	2.00
Total Hours			206.50



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Fee Recap:

Consultant	Hours	Rate	Amount
Chad S Suss	206.50	365.00	75,372.50
<b>Total Hours &amp; Fees</b>	<b>206.50</b>		<b>75,372.50</b>



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Re: Operations  
Client/Matter # 005784.00103

Date	Consultant	Description of Services	Hours
09/01/09	JB	Preparation and participation in meeting with Larry Gordon (BI LO) to discuss integration of AlixPartners workstreams into overall 5 year plan implementation effort	2.70
09/01/09	JB	Attended 5 Year Plan Implementation Kickoff Meeting with several BI LO representatives	1.70
09/01/09	JB	Prepared materials for meeting with Anthea Jones to update him on C&S workstream status	1.20
09/01/09	JB	Discussion with Bill Nasshan (BI LO) regarding sourcing marketing print services...	0.90
09/01/09	JB	Meeting with MDI to discuss transition plan and asset purchase scenarios	1.40
09/02/09	JB	Conducted follow up research as requested by John Gianakis (BI LO) for marketing print sourcing services	1.40
09/02/09	JB	Discussion with Melissa Kelly regarding C&S draw down of gift basket inventory	1.00
09/02/09	JB	Preparation and meeting with Anthea Jones (BI LO) to discuss status of C&S improvement initiatives	2.30
09/02/09	JB	Meeting with John Gianakis (BI LO) and Rondel Cuyler (BI LO) to discuss current Marketing print vendor (Vertis) and potential for re-sourcing agreement	1.30
09/02/09	BB	5 year plan implementation meeting with John Croft and Larry Gordon	1.10
09/02/09	BB	Attended Bankruptcy update call	1.60
09/02/09	BB	Worked on several vendor issues to include NMR, The News Group and Frito	2.70
09/02/09	BB	Worked on data requests and document production for UCC and Term Lenders	1.50
09/02/09	JB	Preparation and meeting with John Croft (BI LO), John May (BI LO), Richard Sigmon (BI LO), Jeff Green (BI LO) to discuss 2010 budget for distribution/transportation	1.80
09/02/09	JB	Meeting with Debbie Akridge (BI LO), Lee Wessinger (BI LO) and Angie Holcombe (BI LO) to discuss modified tag coloring for slow mover items	1.40
09/02/09	JB	Conference call with Serge Chevalier (C&S) to review status of cost reduction initiatives and plan for next steps	1.20
09/03/09	BB	Held bankruptcy update call	1.20



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Date	Consultant	Description of Services	Hours
09/03/09	BB	Participated in 5 year plan implementation call with Mike Byars, Brian Carney, Larry Gordon, and John Croft	1.10
09/03/09	BB	Conducted joint discover conference call with BI-Lo professionals	2.30
09/03/09	JB	Preparation and participation in con call with Legal team to discuss Creditors Discovery request	2.30
09/03/09	JB	Preparation and participation in 5 year implementation planning meeting	1.80
09/03/09	JB	Preparation of C&S Negotiation workstream status update as requested by Mike Byars	1.40
09/03/09	JB	Preparation and review of multiple shelf tags to identify "slow mover" items	2.30
09/03/09	JB	Discussion with Melissa Kelly re: gift basket inventory draw down	0.70
09/04/09	JB	Discussion with Ken Peterson re: Supply Chain Manager position	1.20
09/04/09	JB	Review of benchmarking report prepared to show examples of executive org charts of other grocery retailers	2.30
09/04/09	JB	Preparation of sample executive dashboard reports to be used during the design of BI LO's executive reporting process	2.40
09/04/09	BB	Conference call to discuss term lender, debtor collaboration with Mike Byars and Brian Carney and BI-LO professionals	2.50
09/04/09	BB	Dealt with vendor issues related to 503 (b) 9 program	2.30
09/08/09	BB	Meeting with Mike Byars to discuss merchandising strategy	1.10
09/08/09	BB	Review of documents and preparation of exclusivity response	2.10
09/08/09	BB	Call with Fitzsimmons to discuss case	0.50
09/08/09	BB	Review of supplement material for potential filing	1.30
09/08/09	BB	Dealt with News Group, NMR, Top Shelf and other vendor matters	3.10
09/08/09	JB	Review of C&S term sheet to Lone Star	2.90
09/08/09	JB	Meeting with Mike Byars (BI LO) to provide feedback on C&S term sheet	1.50
09/08/09	JB	Analysis of C&S term sheet as compared to current	1.70





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Date	Consultant	Description of Services	Hours
		contractual arrangement	
09/08/09	JB	Meeting with Angie Holcombe (BI LO) to review options for shelf tag identification of slow mover items	1.20
09/08/09	JB	Analysis of transportation savings proposed by C&S	1.30
09/08/09	MS	Attending introduction meeting to Bi-Lo and the situation with Mike Byars and Brad Boggess	0.90
09/08/09	MS	Attending meeting with Bill Nassham as introduction to the merchandising objectives and my specific role in the department	1.20
09/08/09	MS	Studying sales and merchandising reports and documents	0.70
09/08/09	MS	Attending merchandising department meeting and being introduced by Bill N. to the group	0.50
09/08/09	MS	Attending Rob Mauld's staff meeting with Jim W. Terry C. and Mike M.	2.50
09/08/09	MS	Visiting Bi-Lo store to assess the current merchandising execution	1.60
09/08/09	CSS	Prepared for and developed BI-Lo executive reporting dashboard.	1.40
09/09/09	CSS	Prepared for and developed BI-Lo executive reporting dashboard.	3.00
09/09/09	MS	Meeting with Rob Mould to discuss people and financials	1.00
09/09/09	MS	Meeting with Rob Mould, Ed Purkeson and Michael (Nielsen) to discuss the future of category business plans and reviews.	1.00
09/09/09	MS	Visiting stores with Rob Mould (#704) to learn his merchandising approach	2.00
09/09/09	MS	Meeting with Kip, VP Sales to introduce and share merchandising philosophy.	1.00
09/09/09	MS	Creating draft for new merchandising organizational chart in MS Visio.	1.40
09/09/09	MS	Reading sales and merchandising reports	1.30
09/09/09	MS	Discussing the state of the Demandtec promotional tool with Rob Mould and Mark Orr	0.50
09/09/09	MS	Meeting with Anthea Jones to introduce myself	0.50
09/09/09	MS	Discussing Q3 and Q4 centerstore margins with Bill N. and	1.00



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Date	Consultant	Description of Services	Hours
		Jim W, Mike M. and Terry C.	
09/09/09	MS	Preparing Friday meeting with Jim Weber and sharing with him what my objectives are for the meeting	0.30
09/09/09	MS	Calling PBG (Brian McDonald, Bob Shafer) to begin negotiation on Q4 Pepsi promotions.	0.50
09/09/09	JB	Preparation and participation in meeting with John Croft (BI LO) to review current KPI Metrics and reporting processes	1.80
09/09/09	JB	Meeting with Dudley Jordan (AlixPartners) to review current status of contract review and follow up activities	2.20
09/09/09	JB	Preparation of detailed implementation plans integrated into overall 5 year BI LO implementation plan	2.70
09/09/09	JB	Analysis of contract review database	2.40
09/09/09	JB	Follow up discussion with Serge Chevalier and Scott Worrell (C&S) to discuss status of current implementation initiatives	1.10
09/09/09	JB	Call with Matt Saunders (MDI) to discuss implementation options	0.80
09/09/09	BB	Met with John Croft to discuss KPI metrics	1.60
09/09/09	BB	Worked with Gayle Moore, Ken Peterson, and Joele Frank to craft and distribute employee update letter	3.20
09/09/09	BB	Worked to review, approve, and post Bruno's claim documentation	2.30
09/09/09	BB	Worked with UCC and Term Lenders to describe and document Liquid Highway contract	2.60
09/09/09	BB	Worked to resolve Frito Lay and Sara Lee issues	1.20
09/10/09	BB	Prepared for and met with Brian Carney and Steve Simms to discuss Assets sales	2.60
09/10/09	BB	Prepared for and met with Brian Carney and Kevin Hseih to discuss Assets sales	2.30
09/10/09	BB	Held bankruptcy update call with BI-LO team	1.20
09/10/09	BB	Prepared for and met with Brian Carney to discuss claims reconciliation	2.90
09/10/09	BB	Met with John Croft, Larry Gordon, Mike Byars, and Larry Gordon to discuss 5 year plan update	1.40
09/10/09	BB	Met with Brian Carney, Mike Byars, and Josiah Daniel to	1.10



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Invoice # 2022220-3

Re: Operations  
Client/Matter # 005784.00103

Date	Consultant	Description of Services	Hours
		discuss exclusivity fight	
09/10/09	JB	Preparation and participation in weekly professionals bankruptcy update	2.10
09/10/09	JB	Meeting with Chad Suss (AlixPartners) to review draft of Executive KPI Dashboard	0.70
09/10/09	JB	Review of Proposed Tag Mock Ups to identify slow mover items; discussion with Angie Holcombe (BI LO)	1.30
09/10/09	JB	Call with Vikas Saksena (C&S) to review proposed transportation savings	1.80
09/10/09	JB	Analysis and benchmarking of retail executive org structures	1.60
09/10/09	MS	Reviewing people skills in merchandising department	0.40
09/10/09	MS	Working on organizational chart draft for merchandising organization	1.00
09/10/09	MS	Reviewing financial reports with Rob Mould	1.50
09/10/09	MS	Meeting with Ken Peterson, HR as introduction	0.50
09/10/09	MS	Discussing new KPI report for CEO with John Bonno and Chad	0.50
09/10/09	MS	Meeting with Bill Nassham to review my initial observations and merchandising priorities	0.80
09/10/09	MS	Attending centerstore ad meeting for period 12	2.00
09/10/09	MS	Meeting with Rob Mould to review financial document	1.30
09/10/09	MS	Reviewing new pricing in store execution with new tags with Kip and John G.	1.20
09/10/09	MS	Finalizing 1. draft for new organizational chart for centerstore organization	1.50
09/10/09	CSS	Prepared for, participated in and followed up on a meeting with John Bonno (AlixPartners) and Martin Schumacher (AlixPartners) to discuss development of executive dashboard.	2.00
09/10/09	CSS	Prepared for and developed BI-Lo executive reporting dashboard.	1.30
09/11/09	MS	Reviewing the weekly circular and identifying improvement opportunities, reviewing vendor contracts (PBG, Coke)	0.80
09/11/09	MS	Final meeting with Rob Mould to review financial documents relevant to the managing of the centerstore	2.00



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Date	Consultant	Description of Services	Hours
		department	
09/11/09	MS	Meeting with Mike Mannion to understand the functioning of his department and the staffing	0.70
09/11/09	MS	Meeting with Mike Byars, to give feedback on my assessment after the first week and my discuss my suggestions for next steps, especially the reorganization of the centerstore team	0.50
09/11/09	MS	Meeting with Jim Weber to finalize the new grocery merchandising department.	1.30
09/11/09	JB	Analysis of not for resale procurement spend reports generated by AP	2.90
09/11/09	JB	Preparation activities for Not for Resale Procurement thread	3.00
09/11/09	JB	Benchmarking pricing for not for resale procurement categories	2.10
09/11/09	JB	Review of current not for resale procurement processes at BI LO	1.80
09/11/09	JB	Workplan development for not for resale procurement work stream	1.10
09/11/09	BB	Prepared for and met with Colleen Johnson, Brian Carney, and DJM	2.60
09/11/09	BB	Participated in negotiation of exclusivity extension	3.80
09/11/09	BB	Managed documents and gave permission to case constituents for offer letters	1.30
09/14/09	BB	Worked on a number of IT contracts for resolution	1.60
09/14/09	BB	Dealt with data site and date request issues from various constituencies	2.40
09/14/09	BB	Met with Lone Star and debtor advisor team and leadership	3.90
09/14/09	BB	Held follow up to Lone Star meeting and discussed proposal comparisons	2.10
09/14/09	JB	Review of feedback received from RVP's regarding slow mover tag design	1.20
09/14/09	JB	Preparation for beginning of NFR procurement initiative	3.10
09/14/09	JB	Preparation executive organization structure presentation per request of Mike Byars (BI LO)	2.80
09/14/09	MS	Meeting with Jim Weber, reviewing weekly sales and profits	0.70



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09/14/09	MS	Meeting with Kip F. and center store team on sales planning and financials	0.80
09/14/09	MS	Organizing office, reviewing reports	0.50
09/14/09	MS	Planning team meetings to introduce myself	0.40
09/14/09	MS	Introducing myself to two of the three teams that report to me. Discussion of immediate priorities,	1.10
09/14/09	MS	Meeting with my direct reports as weekly staff meeting	1.10
09/14/09	MS	Reviewing emails	0.30
09/14/09	MS	Attending Bill Nasshan's staff meeting	2.00
09/14/09	MS	Meeting with Jim Weber to review merchandising opportunities and upcoming meetings	1.50
09/14/09	KE	Reviewed Bi-Lo background materials	2.00
09/14/09	KE	Collected and reviewed Accounts Payable data	3.20
09/14/09	KE	Began mapping of Accounts Payable data to categories	1.50
09/15/09	KE	Prepared for and met with Paul Holden to review Acct Payable data	1.00
09/15/09	KE	Reviewed background materials	2.00
09/15/09	KE	Continued mapping of Acct Payable data into categories	3.00
09/15/09	MS	Responding to emails, working on org. design documents for planned reorganization	1.20
09/15/09	MS	Attending the weekly financial meeting	2.00
09/15/09	MS	Meeting with Bill Nasshan	1.00
09/15/09	MS	Attending the weekly ad meeting	2.00
09/15/09	MS	Reviewing circular process and layouts with Amy Davey	0.50
09/15/09	MS	Meeting with Jim and Karen to discuss the desk P&L	0.50
09/15/09	MS	Meeting with Randy Rainey, Kraft to discuss the Kraft business for Q4	1.10
09/15/09	KE	Reviewed Contracts database	2.50
09/15/09	KE	Reviewed Vertis agreement in preparation for Printing RFP	1.50
09/15/09	KE	Scheduled interviews with Purchasing personnel	0.50
09/15/09	MS	Reorganizing office, reviewing reports, answering email	1.70
09/15/09	JB	Preparation and participation in call with Accero to discuss BI LO contract renewal time frame	2.10



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09/15/09	JB	Meeting with Bob Denomme (BI LO) to discuss produce quality credit log and potential change to C&S upcharge on produce	1.40
09/15/09	JB	Meeting with Melissa Kelly and Bob Denomme regarding C&S drawdown of gift basket center inventory	1.20
09/15/09	JB	Review of draft executive dashboard developed by Chad Suss (AlixPartners)	2.30
09/15/09	JB	Began high level categorization of AP Expense items for NFR procurement initiative	2.90
09/15/09	JB	Consolidation of sample RFPs to be utilized during NFR Procurement initiative	0.70
09/15/09	BB	Prepared for and held meeting with UCC and Term Lender Teams	3.90
09/15/09	BB	Continued to meet with UCC and Term Lender group	2.90
09/15/09	BB	Held follow up discussions and created analytics based on discussions with UCC and Term Lenders	3.10
09/15/09	BB	Worked on side by side offer comparison	2.10
09/15/09	CSS	Prepared for and developed BI-Lo executive reporting dashboard.	1.50
09/16/09	BB	Reviewed real estate analysis and supporting legal documentation	1.20
09/16/09	BB	Prepared analysis and documentation for strategic buyer meeting	2.10
09/16/09	BB	Held preparation meeting for strategic buyer meeting with Mike Byars and Brian Carney	2.60
09/16/09	BB	Worked on side by side offer comparison	3.10
09/16/09	JB	Preparation and participation in meeting with John Gianakis and Rondel Cuyler (BI LO) to discuss Vertis sourcing effort	1.60
09/16/09	JB	Gift basket assembly center visit with Bob Denomme and Melissa Kelly (BI LO) and Mark Grijalva (C&S)	2.70
09/16/09	JB	Preparation and participation in meeting with Billy Watkins and Dwayne Goodwin to discuss NFR procurement initiative	1.80
09/16/09	JB	Preparation and participation in meeting with Kip Faulhaber to discuss organization structure design for managing C&S relationship	2.30
09/16/09	JB	Updated 5 year plan implementation master workplan to	1.30



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Date	Consultant	Description of Services	Hours
		include NFR procurement initiative	
09/16/09	JB	Conducted store level and warehouse inventory analysis per request of Tim Carroll (William Blair)	1.40
09/16/09	MS	Reviewing email	0.40
09/16/09	MS	Finishing the reorganization documents, printing and reviewing	1.30
09/16/09	MS	Meeting with Bill Nasshan, Dianne Leonard, and Ken Petersen to review and discuss the reorganization	2.00
09/16/09	MS	Meeting with GM/HBC team to introduce myself and discuss next steps	0.50
09/16/09	MS	Meeting with John Croft and Debbie to understand the financial reporting	1.50
09/16/09	MS	Organizing office, reading and filing reports	0.60
09/16/09	MS	Meeting with Steve Lanzl, IT to discuss the desk P&L	0.20
09/16/09	MS	Creating and filling weekly folders with the ads and financials by week for Q4	1.80
09/16/09	MS	Meeting with Kip as quick touch-base	0.20
09/16/09	MS	Meeting with Judy Cannon to review front page results and discuss available reports in her department	0.30
09/16/09	MS	Meeting with Terry Cerwick to discuss shrink	0.80
09/16/09	MS	Reviewing and answering email	0.50
09/16/09	KE	Met with Advertising team to review Ad contracts	0.50
09/16/09	KE	Reviewed Vertis agreement and gathered RFP requirements with Rondel	3.50
09/16/09	KE	Prepared for and attended Re-sourcing meetings with Billy Watkins	3.50
09/16/09	KE	Reviewed and re-categorized new Spend data from Billy Watkins	3.00
09/16/09	KE	Scheduled interviews with Purchasing personnel for next several days	0.50
09/17/09	KE	Prepared notes from previous day's interviewed	1.00
09/17/09	KE	Conducted Internal status update	0.50
09/17/09	KE	Continued categorizing new data	3.00
09/17/09	KE	Prepared for and attended meeting with Jeff Conroy (Online content)	1.00



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09/17/09	KE	Prepared for and attended meeting with Mike Jennings	1.00
09/17/09	KE	Prepared for and attended meeting with Terry Stanley	1.50
09/17/09	KE	Scheduled time with Dennis Gibson (Facilities)	0.30
09/17/09	KE	Conduct gap analysis on un-categorized NFR spend	2.60
09/17/09	MS	Organizing office, answering emails, reviewing reports	1.80
09/17/09	MS	Meeting with Dianne Leonard to discuss org chart changes and communication plan	1.50
09/17/09	MS	Meeting with Bill Nasshan to discuss desk P&L transfer to IT	0.50
09/17/09	MS	Meeting with Bill Nasshan, Kip, Ed, Mart to discuss sales planning and pricing strategy	2.00
09/17/09	MS	Meeting with Bill Nasshan, Mike, Jim, Terry, Kip to discuss holiday sales and display plan	1.20
09/17/09	MS	Reviewing the ALD document with Crystal	0.50
09/17/09	MS	Meeting with the Gallo team to review the wine business	2.50
09/17/09	JB	Preparation for, and participation in, meeting with Mike Byars (BI LO) to review C&S reduced volume/lost profit surcharge estimations	2.20
09/17/09	JB	Preparation for, and participation in, call with Jack Loewy (William Blair) to review Reduce Volume surcharge estimations	1.20
09/17/09	JB	Preparation of talking points for Directors of BI-LO per request of Ken Peterson (BI LO)	1.70
09/17/09	JB	Compilation of 2008 Case Volume data by store per request of Tim Carroll (William Blair)	2.40
09/17/09	JB	Compilation of 2009 YTD Case Volume data by store per request of Tim Carroll (William Blair)	1.60
09/17/09	JB	Conducted Reduce Volume Lost Profit analysis per request of Tim Carroll (William Blair)	1.80
09/17/09	BB	Met with Byars, Carney, Carroll, and Daniel to review strategy for buyer meeting	0.90
09/17/09	BB	Meeting with potential strategic buyer	3.60
09/17/09	BB	Started analysis on bids with Chad Suss	0.60
09/18/09	BB	Prepared for and held call with BI-LO team regarding offer comparison	2.10





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Date	Consultant	Description of Services	Hours
09/18/09	JB	Preparation for, and participation in, conference call with representative of Strategic Buyer to discuss C&S contract	2.80
09/18/09	JB	Preparation of warehouse and transportation data per request of representative from Strategic Buyer	2.90
09/18/09	JB	Review and modification of status report submitted on NFR Procurement initiative	1.20
09/18/09	JB	Call with Steve Worrell (C&S) to discuss plan for next week and desire to meet re: slow mover warehouse implementation plan	0.70
09/18/09	JB	Preparation of 2010 warehouse and transportation budget data per request of John Croft (BI LO)	1.80
09/18/09	MS	Discussing ad planning with Mark and shrink with Terry	0.50
09/18/09	MS	Reviewing and answering emails	0.50
09/18/09	MS	Meeting with Daymon and Dianne Leonard (HR) to finalize org chart and discuss communication plan for Monday with Dianne	1.50
09/18/09	MS	Finalizing grocery and GM/HBC shrink numbers for 2010	1.50
09/18/09	KE	Discussed best practices for NFR re-sourcing with internal resource	1.00
09/18/09	KE	Begin to pull together RFP	1.00
09/18/09	KE	Assembled weekly status report	0.50
09/19/09	JB	Participation in conference call with reps from BI LO and William Blair to discuss offer comparisons and plan for meeting following Tuesday	1.50
09/19/09	BB	Prepared for and held call on offer comparison	2.10
09/20/09	BB	Prepared for and held call on offer comparison	0.90
09/21/09	BB	Worked on revisions of bid comparison documents	3.70
09/21/09	BB	Prepared for and held bankruptcy update call	1.60
09/21/09	BB	Prepared for UCC and Term Lender NYC meeting	3.10
09/21/09	JB	Data collection and analysis to determine current NBV of transportation assets owned by C&S	1.40
09/21/09	JB	Meeting with Anthea Jones (BI LO) to discuss alternative plan for cough and cold display installation given decision to close SouthPark 2 facility	1.00
09/21/09	JB	Preparation for and participation in meeting with John Croft	2.40



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Date	Consultant	Description of Services	Hours
		(BI LO) and Jeff Green (BI LO) to discuss Distribution budget for 2010	
09/21/09	JB	Meeting with John Croft (BI LO) to discuss NFR Procurement initiative overview and objectives	1.30
09/21/09	JB	Facilitated completion of NDA between C&S and Strategic Buyer, per request of Tim Carroll (William Blair)	1.50
09/21/09	KE	Discussed Printing RFP with Marketing & Internal resources	1.80
09/21/09	KE	Attended Internal Status Meeting	0.80
09/21/09	KE	Prepared for and met with John Croft	0.70
09/21/09	KE	Researched Pulp and Paper Pricing	2.00
09/21/09	MS	Reviewing the CSD 503 b 9 issues with Brad Boggess	0.30
09/21/09	MS	Attending Bill's staff meeting and reviewing documents prior	2.20
09/21/09	MS	Adjusting front page ads for P11 with Jim, Mike, and Mark	1.70
09/21/09	MS	Building Excel file to forecast front page sales and gross profit	1.00
09/21/09	MS	Responding to email, reviewing reports	0.70
09/21/09	MS	Reviewing the fuelperks program with John G.	0.50
09/21/09	MS	Executing the reorganization: Finalizing the announcements, reviewing with HR, meeting with all affected, total team meeting to announce the changes	3.00
09/21/09	MS	Reviewing weekly sales reports	0.50
09/21/09	MS	Discussing the CSD changes with my team and the P&L impact	0.40
09/21/09	MS	Attending Bill's staff meeting	1.00
09/21/09	CSS	Prepared for and developed BI-Lo executive reporting dashboard.	1.40
09/22/09	MS	Reviewing email, reading sales reports, reviewing Pet and Baby category with Terry	2.00
09/22/09	MS	Attending weekly finance meeting	2.00
09/22/09	MS	Attending dinner meeting with Brian McDonald, Director LF Sales PBG to discuss the Q4 Pepsi selling initiatives	1.50
09/22/09	MS	Reviewing front page analysis with Ed P. and follow up with Terry after finance meeting	0.70
09/22/09	MS	Visiting stores	1.20



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09/22/09	MS	Attending Ad meeting	1.50
09/22/09	MS	Attend OOS meeting with Kip and John	0.50
09/22/09	MS	Reviewing 503 b 9 issues in CSD with Dudley and accounting	1.00
09/22/09	MS	Prepare for Pepsi and Coke meetings with Jim and Brad	1.50
09/22/09	KE	Started assembling Printing RFP	4.00
09/22/09	KE	Prepared for and met with Curtis Hardin/Pharmacy	0.70
09/22/09	KE	Prepared for and met with Liz Horvath/Equipment Purchasing	1.20
09/22/09	KE	Assemble Contracts Data Template	3.00
09/22/09	KE	Review Pulp and Paper Industry pricing	0.50
09/22/09	KE	Researched and Discussed signage initiatives with Marketing team	1.00
09/22/09	JB	Preparation for and participation in meeting with Curtis Hartin (BI LO) to discuss NFR procurement opportunities within Pharmacy department	1.40
09/22/09	JB	Preparation and participation in meeting with Liz Horvath (BI LO) to discuss NFR procurement opportunities within Equipment department	1.80
09/22/09	JB	Participation in 5 year plan implementation meeting led by Larry Gordon (BI LO)	1.80
09/22/09	JB	Meeting with Doug Chapman (BI LO) to discuss upcoming move of candy products to perishable warehouse	1.30
09/22/09	JB	Review of list of candy items that are being moved from grocery to perishable warehouse. Analyzed impact of product move from an ordering perspective.	2.50
09/22/09	JB	Review of all C&S contracts and addendums as provided by Dwane Bryant (BI LO)	1.10
09/22/09	JB	Updated AlixPartners status and workplans as requested by Larry Gordon (BI LO) for 5 year implementation meeting	0.50
09/22/09	BB	Met with FTI to discuss claims analysis and bid comparisons	2.20
09/22/09	BB	Held preparatory meeting with BI LO team prior to UCC and Term lender meeting	1.20
09/22/09	BB	Met with Term Lenders and UCC team to go over bid analysis and discuss next steps	3.90



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09/22/09	BB	Continued to Meet with Term Lenders and UCC team to go over bid analysis and discuss next steps	1.30
09/22/09	BB	Met with BI-LO team to debrief UCC and Term Lender meeting	1.40
09/23/09	BB	Met with BI-LO legal team and Mike Byars and Brian Carney to discuss case progress and next steps	1.20
09/23/09	BB	Met with Wellspring Capital Management to discuss due diligence and case progress	3.10
09/23/09	BB	Met with Mike Byars to discuss potential case outcomes and upcoming positioning	1.10
09/23/09	JB	Meeting with Carol DeWitt (BI LO) and Mart Orr (BI LO) to discuss status of DemandTec contract	1.70
09/23/09	JB	Preparation and participation in meeting with Carol DeWitt (BI LO) to discuss NFR procurement initiative and prioritized IT contracts that could be re-sourced	1.60
09/23/09	JB	Working session with John May (BI LO) to discuss candy move to perishable implementation plan and to review slow mover warehouse concept	1.40
09/23/09	JB	Preparation and participation in meeting with Dennis Gibson to review Maintenance spend and opportunities for re-sourcing.	2.30
09/23/09	JB	Review and modifications to Executive Dashboard created in advance of planned meeting with Mike Byars (BI LO).	1.30
09/23/09	JB	Preparation of 5 year planning reporting materials and templates as requested by Larry Gordon (BI LO)	2.30
09/23/09	KE	Prepared for and met with Dennis Gibson/Facilities	1.50
09/23/09	KE	Continued compiling draft RFP for Printing	4.00
09/23/09	KE	Prepared for and met with Carol DeWitt/IT	1.70
09/23/09	KE	Prepared for and met with Kim Parks/Fleet Maintenance	0.50
09/23/09	KE	Began assembling Procurement Quickstrike Deliverable	2.20
09/23/09	MS	Meeting with Linda Taylor and Steve Lanzl to review past process work in merchandising	1.00
09/23/09	MS	Meeting with Advertising and Mark Hill to change the layout of P11 ads	0.60
09/23/09	MS	Reviewing emails, reports, contacting Office Max and Petsupplies Plus on best practices and business opportunities	1.80



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09/23/09	MS	Chairing business planning meeting with PBG	2.50
09/23/09	MS	Debriefing with Bill Nasshan on PBG meeting	0.50
09/23/09	MS	Attending shrink meeting	0.70
09/23/09	MS	Chairing business planning meeting with Coke Cola and debriefing with Jim	2.30
09/23/09	MS	Reviewing the bonus saver program with Mike Mannion	0.70
09/24/09	MS	Reviewing emails and reports	1.00
09/24/09	MS	Meeting with Acosta brokerage	1.70
09/24/09	MS	Meeting with Advantage Brokerage	1.40
09/24/09	MS	Reviewing emails	0.80
09/24/09	MS	Reviewing TPR calendar	0.50
09/24/09	MS	Planning of Q1 promotions and themes to prepare for 9/28 meeting	1.20
09/24/09	MS	Reviewing GM and HBC with Terry	1.00
09/24/09	MS	Meeting with Crossmark Brokerage firm	1.50
09/24/09	MS	Reviewing email and modeling the profit contribution of the sales elements	2.00
09/24/09	KE	Prepared for and discussed IT Contracts with IT Dept	1.80
09/24/09	KE	Conducted Internal Project Status Review	0.80
09/24/09	KE	Continued draft RFP	2.00
09/24/09	KE	Verified NFR contracts database received from Andy Vogt	2.10
09/24/09	KE	Discussed Fleet Management with John Croft	0.50
09/24/09	JB	Preparation for and participation in meeting with Mike Byars (BI LO) and Larry Gordon (BI LO) to review 5 year implementation plan and executive dashboard design	2.60
09/24/09	JB	Meeting with C&S representatives Tom Ficht and Steve Worrell, and John May (BI LO) to discuss slow mover warehouse implementation plan	1.70
09/24/09	BB	Met with Alvarez and Marsal team to discuss cash flow model	1.10
09/24/09	BB	Met with Alvarez and Marsal team to discuss MOR production	0.60
09/24/09	BB	Connected Marsh and Mercer to Mike Crandall for WCM due diligence	1.20



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Client/Matter # 005784.00103

Date	Consultant	Description of Services	Hours
09/24/09	BB	Introduced KPMG and A&M teams to Ken Jones	0.80
09/24/09	BB	Facilitated data gathering for WCM due diligence	3.90
09/24/09	BB	Continued to Facilitate data gathering for WCM due diligence	3.70
09/24/09	JB	Preparation for and participation in meeting to discuss status of NFR procurement project, review of materials after meeting	1.40
09/25/09	BB	Conducted real estate due diligence session for KPMG	3.20
09/25/09	BB	Facilitated data gathering for WCM due diligence	3.10
09/25/09	JB	Preparation for meeting with strategic buyer and C&S	2.40
09/25/09	JB	Meeting with strategic buyer and C&S to discuss C&S contract	2.90
09/25/09	JB	Continuation of meeting with strategic buyer and C&S to discuss next steps, data required, and timing of activities	1.30
09/25/09	KE	Continued assembling Procurement Quickstrike Deliverable	2.50
09/25/09	MS	Reviewing emails and reports	1.50
09/25/09	MS	Discussing category gaps with Jim and Terry	0.80
09/25/09	MS	Reviewing Coke and Pepsi in light of the 503 b 9 settlement. I reported on my meetings with Coke and Pepsi this week.	0.70
09/25/09	MS	Developing timetable for q4 merchandising plan and writing presentation to share with Bill N.	2.20
09/28/09	MS	Reviewing last week's sales results with Jim Weber	0.70
09/28/09	MS	Meeting with my staff to analyze financial results for last week	1.00
09/28/09	MS	Reviewing the implications of the BR case with Brad	0.20
09/28/09	MS	Reading emails and reports	0.50
09/28/09	MS	Attending 2010 planning session at ad agency with entire BI-LO senior merchandising staff. Discussion sales strategy for 2010.	2.50
09/28/09	MS	Attending 2010 planning meeting: Planning promotions by week for period 1.	2.00
09/28/09	MS	Attending 2010 planning meeting: Planning by week promotions for period 2 and outlook for periods 3 and 4.	2.50
09/28/09	KE	Prepared for and met with Colleen Johnson/Real Estate	1.00



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
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Invoice # 2022220-3

Re: Operations  
Client/Matter # 005784.00103

Date	Consultant	Description of Services	Hours
09/28/09	KE	Continued Printing RFP assembly	5.00
09/28/09	KE	Collected Vendor Delivery address information for Printing RFP	0.70
09/28/09	KE	Reviewed Iron Mountain contract	0.90
09/28/09	JB	Consolidation of distribution and transportation data as requested by Term Lender	1.70
09/28/09	JB	Reviewed and modified communication distributed to store managers regarding upcoming candy move from grocery to perishable warehouse	1.10
09/28/09	JB	Investigation of Accero contract and request for contract extension	0.90
09/28/09	JB	Investigation of Cardinal contract and implications to strategic buyer offer.	1.30
09/28/09	JB	Analysis of slow mover items as proposed by C&S to be moved into slow mover warehouse	2.40
09/28/09	BB	Directed due diligence efforts with WCM team	3.90
09/28/09	BB	Continued to direct due diligence efforts with WCM team	3.90
09/28/09	BB	Held conference call with KPMG and IT	1.30
09/28/09	BB	Held bankruptcy update call with Carney and Byars	1.70
09/29/09	BB	Assisted with data gathering for WCM due diligence	3.90
09/29/09	BB	Continued to drive WCM due diligence teams	3.10
09/29/09	BB	Coordinate interviews and data gathering for WCM due diligence teams	2.70
09/29/09	BB	Gathered data and managed data site for WCM due diligence	3.90
09/29/09	JB	Preparation for, and participation in, 5 year plan implementation meeting facilitated by Larry Gordon (BI LO)	2.10
09/29/09	JB	Discussion with Carol DeWitt (BI LO) regarding Zavers contract	0.70
09/29/09	JB	Modification of Executive Dashboard as requested by Mike Byars (BI LO)	1.70
09/29/09	JB	Preparation of warehouse status update as requested by Mike Byars (BI LO)	2.20
09/29/09	JB	Meeting with Tim Carroll (William Blair) to discuss current status of bankruptcy case	1.50



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Re: Operations  
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Date	Consultant	Description of Services	Hours
09/29/09	JB	Meeting with Mike Byars (BI LO) to discuss upcoming meeting with LS and strategic buyer	1.50
09/29/09	JB	Meeting with John Croft (BI LO) to discuss plan for sourcing marketing print services and impact on TopSource	1.30
09/29/09	JB	Review of, and modification to, Draft RFP for marketing print services	1.20
09/29/09	KE	Continued Printing RFP assembly	4.00
09/29/09	KE	Continued creating Procurement Quickstrike Presentation	3.70
09/29/09	KE	Discussed Top Source Issue with John Croft	0.40
09/29/09	MS	Finalizing CSD Strategy presentation for finance meeting	1.30
09/29/09	MS	Reviewing CSD strategy change with Jim	0.20
09/29/09	MS	Reviewing emails and reports	0.80
09/29/09	MS	Discussing staffing alternatives with Dianne	1.00
09/29/09	MS	Preparing for my first formal staff meeting; writing agenda	1.50
09/29/09	MS	Recapping the QI planning meeting with Bill Nasshan	0.20
09/29/09	MS	Preparing for the finance meeting	0.30
09/29/09	MS	Attending and presenting at the Finance meeting	2.00
09/29/09	MS	Attending accounting/IT meeting on promotional planning and financial forecasting tool	1.00
09/29/09	MS	Meeting with HR and Jim Weber to discuss replacing CM who resigned	0.50
09/29/09	MS	Attending Ad meeting	1.50
09/30/09	MS	Reviewing emails and reports	0.70
09/30/09	MS	Meeting with IT to review the view - a merchandising tool developed by fresh merchandising	1.00
09/30/09	MS	Chairing my first formal staff meeting with my team	2.10
09/30/09	MS	Meeting with Kip, Steve and Dinah to discuss the future of the "desk P&L" a tool developed for category management	1.00
09/30/09	MS	Attend center store staffing meeting with Bill and Dianne, Terry and Jim	1.00
09/30/09	MS	Entering ALD information into Excel to expand on my promotional planning tool, entering P10 and adjusting P11.	3.50
09/30/09	MS	Reviewing promotions for periods 12 and entering into the promotional front page planning tool.	1.60





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Re: Operations  
Client/Matter # 005784.00103

Date	Consultant	Description of Services	Hours
09/30/09	KE	Continued Printing RFP assembly	7.50
09/30/09	KE	Finalized NFR Spend numbers	4.00
09/30/09	KE	Adjusted Printing RFP	1.00
09/30/09	JB	Meeting with Mike Byars (BI LO) to discuss current status of bankruptcy case and immediate next steps	1.10
09/30/09	JB	Preparation for and participation in meeting with Chad Suss to review Executive Dashboard draft and discuss feedback received from Mike Byars (BI LO)	1.40
09/30/09	JB	Review of NFR procurement contracts that will be included in scope of re-sourcing effort	2.30
09/30/09	JB	Follow up discussions with IT regarding Accero contract renewal	0.80
09/30/09	JB	Meeting with Larry Gordon (BI LO) to discuss 5 year plan implementation status	0.70
09/30/09	JB	Discussion with Steve Worrell (C&S) regarding transportation savings and slow mover warehouse item list	0.80
09/30/09	JB	Review and edit of NFR Procurement assessment presentation and findings	2.30
09/30/09	JB	Discussion with John May (BI LO) regarding service level issues for previous week and plan for addressing issues	1.00
09/30/09	BB	Gathered data and managed data site for WCM due diligence	3.90
09/30/09	BB	Continued to gather data and managed data site for WCM due diligence	3.70
09/30/09	BB	Coordinated work sessions for WCM team and BI-LO staff	2.10
09/30/09	BB	Uploaded data and managed site for WCM	2.70
09/30/09	CSS	Prepared for and developed BI-Lo executive reporting dashboard.	1.50
<b>Total Hours</b>			<b>639.90</b>



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Re: Operations  
Client/Matter # 005784.00103

Fee Recap:

Consultant	Hours	Rate	Amount
John Bonno	192.20	595.00	114,359.00
Brad Boggess	173.90	595.00	103,470.50
Martin Schumacher	156.60	595.00	93,177.00
Kareem El-Alaily	105.10	450.00	47,295.00
Chad S Suss	12.10	365.00	4,416.50
<b>Total Hours &amp; Fees</b>	<b>639.90</b>		<b>362,718.00</b>



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Invoice # 2022220-4

Re: Claims  
Client/Matter # 005784.00104

Date	Consultant	Description of Services	Hours
09/21/09	KE	Conducted High-Level Claims Analysis	3.60
09/24/09	KE	Continued Claims Analysis	4.00
09/25/09	KE	Continued Claims Analysis	3.00
09/28/09	KE	Continued Claims Analysis	3.50
09/29/09	KE	Finalized Claims Analysis	4.00
Total Hours			18.10



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Invoice # 2022220-4

Re: Claims  
Client/Matter # 005784.00104

Fee Recap:

Consultant	Hours	Rate	Amount
Kareem El-Alaily	18.10	450.00	8,145.00
<b>Total Hours &amp; Fees</b>	<b>18.10</b>		<b>8,145.00</b>



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Invoice # 2022220-5

Re: Post Filing  
Client/Matter # 005784.00106

Date	Consultant	Description of Services	Hours
09/01/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections; and performed analysis on certain claims to updated the claims waterfall.	3.90
09/01/09	NK	Review of received 503(b)(9) agreements and scheduling of payments to claimants	3.60
09/01/09	NK	Contact vendors, explanation of reconciliation, and negotiation of 503(b)(9) amounts.	2.70
09/01/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/01/09	NK	Reconciliation of disputed 503(b)(9) claim amounts.	3.80
09/01/09	DJ	Conducted an analysis of all professional fees paid from inceptions of the case at the request of D. Bryant, and created a spreadsheet documenting such fees.	1.20
09/01/09	DJ	Multiple discussions with M. McCraw, R. Sigmon, and D. Kirk regarding marketing money for the various Coca-Coal vendors; reviewed BI-LO's detail regarding same; and analyzed the impact on the 503(b)(9) program.	1.50
09/02/09	DJ	Multiple discussions and correspondence with M. Pum regarding McKesson's pre-petition payable; reviewed the contract and detailed reconciliation of the payable; reviewed and commented on the stipulation regarding the amount owed; and coordinated with R. Sigmon to ensure that the amount was paid in accordance with the agreement.	2.20
09/02/09	NK	Reconciliation of disputed 503(b)(9) claim amounts.	3.70
09/02/09	NK	Contact vendors, explanation of reconciliation, and negotiation of 503(b)(9) amount.	2.80
09/02/09	NK	Review of received 503(b)(9) agreements and scheduling of payments to claimants	3.60
09/02/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for	3.90



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Date	Consultant	Description of Services	Hours
		payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	
09/02/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/03/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/03/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/03/09	DJ	Review of all discovery requests made by the UCC and Term Lenders; and participation in a organizational call regarding same with J. Bonno; B.Carney; M. Byers; and other professionals.	2.50
09/03/09	NK	Review of received 503(b)(9) agreements and scheduling of payments to claimants.	3.50
09/03/09	NK	Contact vendors, explanation of reconciliation, and negotiation of 503(b)(9) amount.	3.00
09/03/09	NK	Reconciliation of disputed 503(b)(9) claim amounts.	3.80
09/04/09	NK	Contact vendors, explanation of reconciliation, and negotiation of 503(b)(9) amount.	0.70
09/04/09	NK	Reconciliation of disputed 503(b)(9) amounts.	3.60
09/04/09	NK	Review of received 503(b)(9) agreements and scheduling of payments to claimants.	1.40
09/04/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	2.50



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Date	Consultant	Description of Services	Hours
09/04/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/08/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/08/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.00
09/08/09	NK	Review of received trade agreements and scheduling of 503(b)(9) payments.	3.60
09/08/09	NK	Reconciliation of disputed 503(b)(9) amounts received from vendors.	2.50
09/09/09	NK	Review of received 503(b)(9) agreements and scheduling of payments to claimants	3.20
09/09/09	NK	Reconciliation of disputed 503(b)(9) amounts received from vendors.	3.30
09/09/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/09/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/09/09	NK	Creation of 503(b)(9) payment tracking document to aid in cash flow analysis.	2.20
09/09/09	DJ	Multiple correspondence with G. Cauthen, J. Bedenbaugh,	1.10



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Date	Consultant	Description of Services	Hours
		B. Boggess, and R. Sigmon to analyze The News Group's 503(b)(9) motion, verify the amount, and to confirm the stipulations made in the motion and order.	
09/09/09	NK	Formal contact of vendors that did not receive trade agreement during initial mail out.	1.60
09/09/09	DJ	Prepared an overall analysis of claims as well as an analysis by category; assembled a first draft of objections to certain filed claims; and reconciled the analysis to the claims register and the claims database.	1.50
09/10/09	NK	Reconciliation of disputed 503(b)(9) amounts received from vendors.	3.60
09/10/09	NK	503(b)(9) and claims update meeting with Brian Carney.	0.70
09/10/09	NK	Creation of 503(b)(9) payment tracking document to aid in cash flow analysis.	2.40
09/10/09	NK	Contact vendors, explanation of reconciliation, and negotiation of 503(b)(9) amount.	2.70
09/10/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/10/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/10/09	DJ	Preparation for, participation in and follow up on meeting with B. Carney; B. Boggess; C. Suss; and N. Kramer to update the status of the 503(b)(9) Program and the claims analysis.	2.50
09/11/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	2.50
09/11/09	DJ	Updated claims database; reviewed filed claims to categorize	3.90





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Date	Consultant	Description of Services	Hours
		and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	
09/11/09	NK	Reconciliation of disputed 503(b)(9) amounts received from vendors.	3.40
09/11/09	NK	Review of received 503(b)(9) agreements and scheduling of payments to claimants.	1.20
09/14/09	NK	Review of received 503(b)(9) trade agreements and scheduling of payments to vendors.	3.30
09/14/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.00
09/14/09	NK	Reconciliation of disputed 503(b)(9) amounts received from vendors.	2.60
09/14/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/15/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/15/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/15/09	DJ	Preparation for, Participation in and follow up on meeting with K. Jones, V. Ressler, K. Mills, R. Sigmon, D. Kirk, and C. Suss to discuss approach to collecting and reconciling marketing monies owed to BI-LO by various entities.	1.50



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Date	Consultant	Description of Services	Hours
09/15/09	DJ	Meeting with J. Bonno, K. Mills, D. Kirk, and R. Sigmon to discuss sourcing project and identify company contacts.	0.50
09/15/09	DJ	Performed an analysis of unliquidated claims and claims over \$100,000 for use in a meeting with other professionals; reviewed numerous proofs of claim; and performed numerous reconciliation to ensure accuracy.	2.20
09/15/09	NK	Review of received 503(b)(9) trade agreements and scheduling of payments to vendors.	3.40
09/15/09	NK	Reconciliation of disputed 503(b)(9) amounts received from vendors	3.70
09/15/09	NK	Tracking model for 503(b)(9) payment checks cleared	2.60
09/16/09	NK	Review of received 503(b)(9) trade agreements and scheduling of payments to vendors	2.10
09/16/09	NK	Reconciliation of disputed 503(b)(9) claim amounts received from vendors	3.80
09/16/09	NK	Update and modify tracking model for 503(b)(9) payment checks scheduled, sent, & cleared.	3.60
09/16/09	NK	Explanation to vendors about 503(b)(9) program, Trade Agreement, & reconciliation.	1.60
09/16/09	DJ	Worked with K. Mills, V. Ressler, K. Jones and M. Feder to compile and complete the Monthly Operating Report for Period 8 for filing with the Court.	2.50
09/16/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/16/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/17/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management	3.90



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Date	Consultant	Description of Services	Hours
		and to be used in the weekly cash flow forecast.	
09/17/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/17/09	DJ	Multiple meetings and phone conferences with D. Kirk, K. Mills, K Jones, T. Breeden, R. Sigmon and P. Holden to quantify the amount of marketing receivables owed to BI-LO from certain vendors; and followed up with correspondence and multiple phone conferences with vendors in an attempt to obtain an agreement regarding payment of such receivables.	2.50
09/17/09	DJ	Multiple phone conference and correspondence with J. Pegnia and T. Walsh to provide information related to the BI-LO's claims analysis and to assist in reconciling it to third party analyses.	2.00
09/17/09	NK	Liquidity analysis from terms recovered under 503(b)(9) program.	3.20
09/17/09	NK	Review of received 503(b)(9) trade agreements and scheduling of payments to vendors.	2.00
09/17/09	NK	Reconciliation of disputed 503(b)(9) claim amounts received from vendors	3.40
09/17/09	NK	Update and modify tracking model for 503(b)(9) payment checks scheduled, sent, & cleared.	2.30
09/17/09	NK	Explanation to vendors about 503(b)(9) program, Trade Agreement, & reconciliation.	2.20
09/18/09	NK	Reconciliation of disputed 503(b)(9) claim amounts received from vendors	3.70
09/18/09	NK	Explanation to vendors about 503(b)(9) program, Trade Agreement, & reconciliation	1.30
09/18/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/18/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors;	2.50



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Date	Consultant	Description of Services	Hours
		returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	
09/21/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/21/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.00
09/21/09	NK	Reconciliation of disputed 503(b)(9) amounts received from vendors.	3.70
09/21/09	NK	Explanation to vendors about 503(b)(9) program, Trade Agreement, & reconciliation	2.40
09/22/09	NK	Explanation to vendors about 503(b)(9) program, Trade Agreement, & reconciliation	1.90
09/22/09	NK	Reconciliation of disputed 503(b)(9) amounts received from vendors.	3.30
09/22/09	NK	Review of received 503(b)(9) trade agreements and scheduling of payments to vendors.	2.10
09/22/09	NK	Updated tracking model for 503(b)(9) payment checks that have cleared during the past week.	1.80
09/22/09	NK	Modification of 503(b)(9) tracking document to include detailed payment information, that will be used to analyze effectiveness of the program.	2.60
09/22/09	DJ	Detailed review of Schedules and SOFAs regarding all transactions recorded between the debtors and Bruno's; review of all transactions recorded between the debtors and Bruno's preceding BR and drafted correspondence regarding the same.	2.20
09/22/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about	3.90



Chicago Dallas Detroit Dusseldorf London Los Angeles  
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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2022220-5

Re: Post Filing  
Client/Matter # 005784.00106

Date	Consultant	Description of Services	Hours
		the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	
09/22/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/23/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/23/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/23/09	DJ	Reviewed motion to assume certain real estate leases; and discussions and correspondence with K. Grissel and R. Kemper about information necessary to calculate cure amounts for motion.	1.30
09/23/09	DJ	Preparation of drafts of certain procedural objections to claims filed; and correspondence with L. Barr regarding same.	1.50
09/23/09	NK	Reconciliation of disputed 503(b)(9) amounts indicated by vendors on returned trade agreements.	3.30
09/23/09	NK	Update 503(b)(9) tracking document to include cleared check numbers, dates, and amounts.	2.20
09/23/09	NK	Review of received 503(b)(9) trade agreements and scheduling of payments to vendors.	1.20
09/23/09	NK	Continued building liquidity analysis model for 503(b)(9) program.	3.10
09/23/09	NK	Explanation to vendors about 503(b)(9) program, Trade Agreement, & reconciliation	0.70
09/24/09	NK	Explanation to vendors about 503(b)(9) program, Trade Agreement, & reconciliation	0.90



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Date	Consultant	Description of Services	Hours
09/24/09	NK	Continued building liquidity analysis model for 503(b)(9) program.	1.30
09/24/09	NK	Modification of 503(b)(9) tracking document to enable identification of individual payment batches.	3.20
09/24/09	NK	Reconciliation of disputed 503(b)(9) amounts indicated by vendors on returned trade agreements.	3.40
09/24/09	NK	Verification of vendor marketing money outstanding and its impact on the liquidity benefit gained from the 503(b)(9) program.	1.60
09/24/09	DJ	Review of motion re: American Greetings' 503(b)(9) amount; review of pre-petition detail of amounts owed to American Greetings and calculation of such amount; and correspondence re: same.	1.50
09/24/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/24/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/25/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	2.50
09/25/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.00
09/25/09	NK	Verification of vendor marketing money outstanding and its impact on the liquidity benefit gained from the 503(b)(9) program.	1.20



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Date	Consultant	Description of Services	Hours
09/25/09	NK	Reconciliation of disputed 503(b)(9) amounts as indicated on trade agreements returned from vendors.	3.80
09/25/09	NK	Continued to build Excel model for liquidity analysis of 503(b)(9) program.	0.30
09/25/09	NK	Explanation to vendors about 503(b)(9) program, Trade Agreement, & reconciliation	0.40
09/26/09	NK	Creation and finalization of 503(b)(9) liquidity analysis model to be used in cash flow model on Monday.	3.80
09/28/09	NK	Review of 503(b)(9) liquidity analysis and final adjustments made.	3.10
09/28/09	NK	Verification amount, treatment, and application date of all deposits held by applicable 503(b)(9) vendors.	2.20
09/28/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/28/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	2.50
09/29/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/29/09	DJ	Multiple meetings with other professionals conducting due diligence; answered questions; and provided data responsive to requests.	2.50
09/29/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/29/09	NK	Updated 503(b)(9) vendor payment schedule for remaining	3.30



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Re: Post Filing  
Client/Matter # 005784.00106

Date	Consultant	Description of Services	Hours
		payments due to participants	
09/29/09	NK	Explanation to vendors about 503(b)(9) program, Trade Agreement, & reconciliation process.	1.10
09/29/09	NK	Reconciliation of disputed 503(b)(9) amounts on trade agreements received from vendors.	3.80
09/29/09	NK	Update 503(b)(9) liquidity analysis to appropriately reflect current payments and deposits.	2.20
09/30/09	NK	Reconciliation of disputed 503(b)(9) amounts indicated by vendors on returned trade agreements.	3.90
09/30/09	NK	Review of received 503(b)(9) trade agreements and scheduling of payments to vendors.	1.00
09/30/09	NK	Verification and update of liquidity benefit gained from restoration of terms. Contact with accounts payable about vendor term adjustments.	2.10
09/30/09	NK	Explanation to vendors about 503(b)(9) program, Trade Agreement, & reconciliation.	2.30
09/30/09	DJ	Updated claims database; reviewed filed claims to categorize and match filed claims to scheduled claims; coordinated with A. Brooks to get updated information related to filed claims; and reviewed claims for amendments, redundancies; improper debtor; and other potential objections.	3.90
09/30/09	DJ	Review and logging of numerous Trade Agreements related to the 503(b)(9) Program; scheduled payments to vendors; returned numerous call to vendors to answer questions about the program; coordinated with R. Sigmon to arrange for payments of vendors; and updated reports for management and to be used in the weekly cash flow forecast.	3.90
09/30/09	DJ	Multiple meetings with other professionals conducting due diligence; provided information responsive to requests; and answered general questions related to the debtors.	2.20
<b>Total Hours</b>			<b>372.70</b>





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Re: Post Filing  
Client/Matter # 005784.00106

Fee Recap:

Consultant	Hours	Rate	Amount
Dudley Jordan	188.10	450.00	84,645.00
Nathan Kramer	184.60	235.00	43,381.00
<b>Total Hours &amp; Fees</b>	<b>372.70</b>		<b>128,026.00</b>



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Invoice # 2022220-6

Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Consultant	Description of Services	Hours
09/01/09	BB	Flight home from Dallas	4.00
09/02/09	BB	Drive to BI-LO	2.50
09/03/09	BB	Drive home from BI-LO	2.50
09/03/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
09/03/09	JB	Travel from BI LO to Home	2.70
09/04/09	NK	Flight from Greenville to DFW.	4.50
09/04/09	DJ	Travel from Greenville, SC to DFW.	4.50
09/08/09	DJ	Travel from DFW to Greenville, SC.	4.50
09/08/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	3.50
09/08/09	NK	Flight from DFW to Greenville.	4.50
09/08/09	JB	Travel from Home to BI-LO	3.10
09/08/09	MS	Traveling from LGA to CLT to Greenville	4.00
09/08/09	BB	Travel to BI-LO	2.50
09/10/09	JB	Travel from BI LO to Home	2.70
09/11/09	MS	Traveling back from Greenville to LGA	4.00
09/11/09	NK	Flight from Greenville to DFW	4.50
09/11/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
09/11/09	DJ	Travel from Greenville, SC to DFW.	4.50
09/11/09	BB	Drive home from BI-LO	2.50
09/14/09	BB	Drive to BI-LO	2.50
09/14/09	JB	Travel from Home to BI LO	3.00
09/14/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	3.00
09/14/09	NK	Travel and flight from DFW to Greenville.	4.50
09/14/09	DJ	Travel from DFW to Greenville, SC.	4.50
09/14/09	KE	Travel from DCA to Mauldin via ATL	4.00
09/14/09	MS	Travel from LGA to Greenville	4.00
09/15/09	MAF	Travel to B-Lo (3.5)	3.50
09/17/09	MAF	Travel to Charlotte for FL meeting and return (3)	3.00
09/17/09	BB	Travel to Strategic Buyer meeting	1.50
09/17/09	BB	Travel home from Strategic buyer meeting	1.50



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Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Consultant	Description of Services	Hours
09/17/09	BB	Drive home to Atlanta from BI-LO	3.00
09/18/09	KE	Travel from Greenville to DCA via ATL	4.00
09/18/09	MAF	Travel from Bi-Lo (3.5)	3.50
09/18/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
09/18/09	NK	Flight from Greenville to DFW	4.50
09/18/09	DJ	Travel from Greenville, SC to DFW.	4.50
09/18/09	MS	Travel back from Greenville to LGA	4.00
09/20/09	MAF	Travel to Bi-Lo (3.5)	3.50
09/20/09	MS	Travel from LGA to Greenville	4.00
09/21/09	KE	Travel from DCA to Greenville via CLT	4.00
09/21/09	BB	Travel to BI-LO	3.50
09/21/09	BB	Travel to NYC	4.00
09/21/09	JB	Travel from Home to BI LO Headquarters	3.20
09/21/09	NK	Travel and flight from DFW to Greenville.	4.50
09/21/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	3.50
09/21/09	DJ	Travel from DFW to Greenville, SC.	4.50
09/21/09	MAF	Travel to meeting in NYC (3)	3.00
09/23/09	MAF	Travel from meeting in NYC (3)	3.00
09/23/09	BB	Travel to BI-LO from NYC	4.00
09/23/09	BB	Prepared for due diligence	2.10
09/24/09	JB	Travel from BI LO to Strategic Buyer/C&S Meeting location	6.50
09/24/09	MAF	Travel from Bi-Lo to Southfield (3.5)	3.50
09/25/09	JB	Travel from Strategic Buyer/C&S Meeting location to Home	6.20
09/25/09	KE	Travel from Greenville to DCA via Charlotte	4.00
09/25/09	MS	Travel back to LGA from Greenville	4.00
09/25/09	NK	Travel and flight from Greenville to DFW.	4.50
09/25/09	CSS	Travel from Greenville, SC to Chicago, IL	3.50
09/25/09	DJ	Travel from Greenville, SC to DFW.	4.50
09/27/09	MS	Travel from NY to Greenville	4.00
09/28/09	JB	Travel from Home to BI LO	2.80



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Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Consultant	Description of Services	Hours
09/28/09	KE	Traveled from IAD to GSP	4.00
09/28/09	DJ	Travel from DFW to Greenville, SC.	4.50
09/28/09	BB	Drive to BI-LO	2.50
09/28/09	CSS	Travel from Chicago, IL to Bi-Lo headquarters in Greenville, SC.	3.50
09/28/09	NK	Travel and flight from DFW to Greenville.	4.50
09/29/09	MAF	Travel to Greenville (3.5)	3.50
Total Hours			242.80



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Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Fee Recap:

Consultant	Hours	Rate	Amount
Michael Feder	26.50	790.00	20,935.00
John Bonno	30.20	595.00	17,969.00
Brad Boggess	38.60	595.00	22,967.00
Martin Schumacher	28.00	595.00	16,660.00
Kareem El-Alaily	20.00	450.00	9,000.00
Dudley Jordan	36.00	450.00	16,200.00
Chad S Suss	27.50	365.00	10,037.50
Nathan Kramer	36.00	235.00	8,460.00
<b>Total Hours &amp; Fees</b>	<b>242.80</b>		<b>122,228.50</b>



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Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
07/17/09	Other - - VENDOR: Raindance Communications, Inc. Conference calls - B. Boggess	4.86
07/31/09	Long Distance Calls - - VENDOR: Raindance Communications, Inc. Conference Calls 07/31/2009 J Bonno	17.10
07/31/09	Long Distance Calls - - VENDOR: Raindance Communications, Inc. M Feder Conference Calls 7/14,29	55.35
08/11/09	Cab Fare/Ground Transportation - - VENDOR: Vital Transportation Inc. J. Bonno	65.12
08/13/09	Cab Fare/Ground Transportation - - VENDOR: Valera Global, Inc. B. Boggess	151.20
08/13/09	Cab Fare/Ground Transportation - - VENDOR: Vital Transportation Inc. J. Bonno	53.53
08/24/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenville-08/24/2009-08/28/2009	679.60
08/24/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville-08/24/2009-08/28/2009	655.60
08/24/09	Meals & Tips John Bonno-Breakfast	7.49
08/24/09	Mileage Bradley Boggess-Drive To Bi-lo	84.70
08/24/09	Parking & Tolls John Bonno	6.00
08/24/09	Parking & Tolls Chadwick Suss	6.00
08/25/09	Phone - Internet Access Bradley Boggess	9.95
08/25/09	Meals & Tips John Bonno-Breakfast	5.27
08/25/09	Meals & Tips Chadwick Suss-Breakfast	5.70
08/25/09	Parking & Tolls Chadwick Suss	6.00
08/25/09	Parking & Tolls John Bonno	6.00
08/26/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville-8/24/2009-8/27/2009	655.60
08/26/09	Meals & Tips John Bonno-Breakfast	4.63
08/26/09	Meals & Tips John Bonno-Breakfast	5.67
08/26/09	Parking & Tolls John Bonno	6.00
08/26/09	Parking & Tolls Chadwick Suss	6.00
08/27/09	Airfare Bradley Boggess-2009-08-30-ATL-DFW	431.20
08/27/09	Phone - Internet Access Bradley Boggess	9.95



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Date	Disbursement Description	Amount
08/27/09	Phone - Internet Access Bradley Boggess	9.95
08/27/09	Meals & Tips John Bonno-Breakfast	5.27
08/27/09	Parking & Tolls Chadwick Suss	6.00
08/27/09	Parking & Tolls John Bonno	6.00
08/28/09	Airfare Martin Schumacher-2009-09-03-LGA-ORD	562.66
08/28/09	Airfare Martin Schumacher-2009-09-08-LGA-CLT	207.70
08/28/09	Airfare Nathan Kramer-2009-08-31-DFW-GSP	898.71
08/28/09	Airfare Service Charge Martin Schumacher-9/8/09	40.00
08/28/09	Airfare Service Charge Martin Schumacher	40.00
08/28/09	Airfare Service Charge Nathan Kramer	40.00
08/28/09	Cab Fare/Ground Transportation Chadwick Suss	12.25
08/28/09	Gas/Fuel Chadwick Suss	8.73
08/28/09	Gas/Fuel John Bonno-Bi Lo	30.75
08/28/09	Meals & Tips John Bonno-Breakfast	6.02
08/28/09	Mileage Bradley Boggess-Drive Home From Bi-lo	84.70
08/28/09	Rental Car Chadwick Suss-4 Days-Greenville	205.79
08/30/09	Cab Fare/Ground Transportation Michael Feder	52.00
08/30/09	Cab Fare/Ground Transportation Michael Feder	33.00
08/30/09	Phone - Internet Access Bradley Boggess	9.95
08/30/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Dallas - 08/30/2009-09/01/2009	319.92
08/30/09	Lodging Michael Feder-Westin Hotels And Resorts-Dallas-8 /30/2009	274.85
08/31/09	Airfare Martin Schumacher-2009-09-14-LGA-CLT-Trip Home F rom Client	217.69
08/31/09	Cab Fare/Ground Transportation Michael Feder	52.00
08/31/09	Cab Fare/Ground Transportation Chadwick Suss	12.25
08/31/09	Gas/Fuel John Bonno-Bi Lo	26.11
08/31/09	Phone - Internet Access Michael Feder	14.02
08/31/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-08/31/2 009- 09/04/2009	655.60
08/31/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville- 08/31/2009-09/03/2009	491.70



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Date	Disbursement Description	Amount
08/31/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenvil le-8/31/2009-9/2/2009	491.70
08/31/09	Meals & Tips Chadwick Suss-Breakfast	4.74
08/31/09	Meals & Tips John Bonno-Breakfast	4.54
08/31/09	Meals & Tips John Bonno-Dinner	35.64
08/31/09	Meals & Tips Dudley Jordan-Breakfast	6.31
08/31/09	Meals & Tips Bradley Boggess-Breakfast	8.21
08/31/09	Parking & Tolls John Bonno	6.00
08/31/09	Parking & Tolls Chadwick Suss	6.00
08/31/09	Rental Car Bradley Boggess-3 Days-Dfw	212.87
08/31/09	Meals - Engagement Team Dudley Jordan-Dinner-Bilo-Working Dinner-Dudley Jordan; Chad Suss; Nathan Kramer	126.57
08/31/09	Meals - Engagement Team Michael Feder-Breakfast-Bi-lo-Michael Feder;Brad Boggess	17.15
09/01/09	Client Meals & Entertainment Martin Schumacher-Dinner-Pd Dinner-Martin Schuma cher; James O'hone	90.26
09/01/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/01/09	Meals & Tips John Bonno-Breakfast	5.67
09/01/09	Meals & Tips John Bonno-Breakfast	4.31
09/01/09	Meals & Tips Chadwick Suss-Breakfast	7.00
09/01/09	Meals & Tips Chadwick Suss-Dinner	8.90
09/01/09	Meals & Tips Bradley Boggess-Breakfast	7.23
09/01/09	Parking & Tolls John Bonno	6.00
09/01/09	Parking & Tolls Chadwick Suss	6.00
09/01/09	Meals - Engagement Team John Bonno-Dinner-Bi Lo-Bi Lo-John Bonno; Dudley Jordan; Nathan Kramer	115.25
09/02/09	Phone - Internet Access Bradley Boggess	9.95
09/02/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenville-09/02/2009-09/03/2009	169.90
09/02/09	Meals & Tips Chadwick Suss-Breakfast	5.92
09/02/09	Meals & Tips John Bonno-Breakfast	7.71
09/02/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/02/09	Meals & Tips Bradley Boggess-Breakfast	4.53





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Date	Disbursement Description	Amount
09/02/09	Mileage Bradley Boggess-Drive To Bi-lo	84.70
09/02/09	Parking & Tolls John Bonno	6.00
09/02/09	Parking & Tolls Dudley Jordan	128.65
09/02/09	Parking & Tolls Chadwick Suss	6.00
09/02/09	Meals - Engagement Team Bradley Boggess-Dinner-Bi-lo-Bi-lo Team-Bradley Boggess; Dudley Jordan; Chad Suss	20.50
09/02/09	Meals - Engagement Team Bradley Boggess-Dinner-Bi-lo-Bi-lo Team-Bradley Boggess; Dudley Jordan; Chad Suss; Nathan Kramer	169.48
09/03/09	Cab Fare/Ground Transportation Chadwick Suss	42.00
09/03/09	Gas/Fuel John Bonno-Bi Lo	22.73
09/03/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/03/09	Meals & Tips John Bonno-Breakfast	6.63
09/03/09	Meals & Tips John Bonno-Dinner	12.62
09/03/09	Meals & Tips Chadwick Suss-Breakfast	5.59
09/03/09	Meals & Tips Chadwick Suss-Breakfast	7.20
09/03/09	Meals & Tips Bradley Boggess-Breakfast	7.92
09/03/09	Mileage Bradley Boggess-Drive Home From Bi-lo	84.70
09/03/09	Rental Car Chadwick Suss-3 Days-Greenville	210.68
09/03/09	Meals - Engagement Team Dudley Jordan-Dinner-Bi-lo-Working Dinner-Dudley Jordan; Nathan Kramer	44.85
09/03/09	Meals - Engagement Team Bradley Boggess-Lunch-Bi-lo-Bi-lo- Bradley Boggess; Dudley Jordan; Chad Suss; John Bonno	45.31
09/04/09	Airfare Nathan Kramer-2009-09-08-DFW-GSP	898.71
09/04/09	Airfare Dudley Jordan-2009-09-08-DFW-GSP	898.71
09/04/09	Airfare Service Charge Nathan Kramer	13.00
09/04/09	Airfare Service Charge Dudley Jordan	13.00
09/04/09	Meals & Tips John Bonno-Dinner	25.77
09/04/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/04/09	Other Dudley Jordan-Tips	25.00
09/04/09	Long Distance Calls John Bonno	0.79
09/04/09	Rental Car Dudley Jordan-4 Days-Greenville SC	354.71
09/04/09	Meals - Engagement Team Dudley Jordan-Lunch-Bi-lo-Working Lunch-Dudley Jordan; Nathan Kramer; Larry Gordon	24.51



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2022220-6  
Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
09/05/09	Lodging Nathan Kramer-Westin Hotels And Resorts-Greenvil le-8/31/2009-9/5/2009	655.60
09/06/09	Parking & Tolls Martin Schumacher	6.00
09/07/09	Airfare Service Charge Martin Schumacher-2009-09-07	10.00
09/08/09	Cab Fare/Ground Transportation Chadwick Suss	12.25
09/08/09	Gas/Fuel John Bonno-Bi Lo	32.72
09/08/09	Phone - Internet Access Bradley Boggess	9.95
09/08/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville-09/08/2009-09/10/2009	327.80
09/08/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-09/08/2 009-09/11/2009	491.70
09/08/09	Lodging Martin Schumacher-Westin Hotels And Resorts-Gree nville-09/08/2009-09/11/2009	491.70
09/08/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenv ille-9/8/2009-9/10/2009	509.70
09/08/09	Meals & Tips Martin Schumacher-Breakfast	5.92
09/08/09	Meals & Tips Chadwick Suss-Breakfast	8.75
09/08/09	Meals & Tips Chadwick Suss-Dinner	13.00
09/08/09	Meals & Tips John Bonno-Breakfast	5.85
09/08/09	Meals & Tips John Bonno-Dinner	9.59
09/08/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/08/09	Mileage Martin Schumacher-Trip To Client	49.50
09/08/09	Parking & Tolls Dudley Jordan	128.65
09/08/09	Parking & Tolls John Bonno	6.00
09/08/09	Parking & Tolls Martin Schumacher	11.00
09/08/09	Parking & Tolls Chadwick Suss	6.00
09/08/09	Meals - Engagement Team Bradley Boggess-Dinner-Bi-lo-Bi-lo Team-Bradley Boggess; Dudley Jordan; Nathan Kramer; Martin Schumacher	129.45
09/09/09	Airfare Chadwick Suss-2009-09-28-ORD-GSP	517.82
09/09/09	Airfare Service Charge Chadwick Suss-9/28/09	13.00
09/09/09	Phone - Internet Access Bradley Boggess	9.95
09/09/09	Lodging Nathan Kramer-Westin Hotels And Resorts-Greenvil le-	491.70



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Date	Disbursement Description	Amount
	9/8/2009-9/12/2009	
09/09/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville-9/8/2009-9/10/2009	491.70
09/09/09	Meals & Tips Martin Schumacher-Breakfast	12.76
09/09/09	Meals & Tips Martin Schumacher-Dinner	12.16
09/09/09	Meals & Tips Nathan Kramer-Dinner	9.13
09/09/09	Meals & Tips Chadwick Suss-Breakfast	5.65
09/09/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/09/09	Meals & Tips Dudley Jordan-Dinner	30.46
09/09/09	Meals & Tips Bradley Boggess-Dinner	31.53
09/09/09	Meals & Tips John Bonno-Breakfast	5.59
09/09/09	Parking & Tolls Chadwick Suss	6.00
09/09/09	Parking & Tolls Martin Schumacher	6.00
09/09/09	Parking & Tolls John Bonno	6.00
09/10/09	Airfare Dudley Jordan-2009-09-14-DFW-GSP	898.71
09/10/09	Airfare Service Charge Martin Schumacher-9/21/09	40.00
09/10/09	Airfare Service Charge Dudley Jordan	13.00
09/10/09	Gas/Fuel John Bonno-Bi Lo	18.68
09/10/09	Meals & Tips John Bonno-Breakfast	5.59
09/10/09	Meals & Tips John Bonno-Dinner	10.20
09/10/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/10/09	Meals & Tips Chadwick Suss-Dinner	8.91
09/10/09	Meals & Tips Chadwick Suss-Breakfast	5.70
09/10/09	Meals & Tips Martin Schumacher-Breakfast	13.84
09/10/09	Parking & Tolls Martin Schumacher	6.00
09/10/09	Parking & Tolls Chadwick Suss	6.00
09/10/09	Meals - Engagement Team Bradley Boggess-Dinner-Bi-lo-Martin Schumacher;C had Suss;Dudley Jordan;Bradley Boggess;John Bonno;Nathan Kramer	403.70
09/11/09	Airfare Nathan Kramer-2009-09-14-DFW-GSP	898.71
09/11/09	Airfare Martin Schumacher-2009-09-20-LGA-CLT	207.70
09/11/09	Airfare Martin Schumacher-2009-11-23-LGA-CLT	192.70



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Date	Disbursement Description	Amount
09/11/09	Airfare Service Charge Martin Schumacher-9/20/09	40.00
09/11/09	Airfare Service Charge Martin Schumacher	40.00
09/11/09	Airfare Service Charge Martin Schumacher-11/23/09	40.00
09/11/09	Airfare Service Charge Martin Schumacher-2009-09-11	10.00
09/11/09	Airfare Service Charge Nathan Kramer	13.00
09/11/09	Cab Fare/Ground Transportation Chadwick Suss	12.25
09/11/09	Gas/Fuel Chadwick Suss	8.84
09/11/09	Meals & Tips Chadwick Suss-Breakfast	11.40
09/11/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/11/09	Other Martin Schumacher-Tip For Maid Service	15.00
09/11/09	Other Dudley Jordan-Tips	20.00
09/11/09	Parking & Tolls Martin Schumacher	132.00
09/11/09	Rental Car Dudley Jordan-3 Days-Greenville SC	250.83
09/11/09	Rental Car Chadwick Suss-3 Days-Greenville	210.68
09/11/09	Rental Car Martin Schumacher-3 Days-Charlotte NC	311.08
09/12/09	Airfare Kareem El-alaily-2009-09-14-DCA-ATL	359.20
09/12/09	Airfare Service Charge Kareem El-alaily	13.00
09/12/09	Meals & Tips Martin Schumacher-Breakfast	14.34
09/13/09	Airfare Service Charge Martin Schumacher-2009-09-13	10.00
09/14/09	Airfare Kareem El-alaily-2009-09-21-DCA-CLT	364.70
09/14/09	Airfare Service Charge Kareem El-alaily	13.00
09/14/09	Cab Fare/Ground Transportation Chadwick Suss	40.00
09/14/09	Cab Fare/Ground Transportation Kareem El-alaily-Cab To Dca	25.00
09/14/09	Gas/Fuel John Bonno-Bi Lo	31.00
09/14/09	Phone - Internet Access Bradley Boggess	9.95
09/14/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenv ille-9/14/2009-9/16/2009	576.30
09/14/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-09/14/2 009-09/18/2009	699.60
09/14/09	Lodging Kareem El-alaily-Westin Hotels And Resorts-Green ville-09/14/2009-09/18/2009	679.60
09/14/09	Lodging Nathan Kramer-Westin Hotels And Resorts-Greenvil le-9/14/2009-9/19/2009	655.60



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Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
09/14/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville-09/14/2009-09/17/2009	491.70
09/14/09	Meals & Tips Martin Schumacher-Breakfast	6.55
09/14/09	Meals & Tips Chadwick Suss-Breakfast	7.53
09/14/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/14/09	Meals & Tips Dudley Jordan-Dinner	8.50
09/14/09	Meals & Tips John Bonno-Breakfast	5.85
09/14/09	Mileage Martin Schumacher-90 Miles	49.50
09/14/09	Parking & Tolls Dudley Jordan	102.92
09/14/09	Parking & Tolls John Bonno	6.00
09/14/09	Parking & Tolls Martin Schumacher	11.00
09/14/09	Parking & Tolls Chadwick Suss	6.00
09/14/09	Meals - Engagement Team Martin Schumacher-Dinner-Bi-lo-John Bonno;Kareem El-alaily;Nathan Kramer;Chad Tolleson	226.30
09/15/09	Cab Fare/Ground Transportation Michael Feder	41.00
09/15/09	Lodging Chadwick Suss-Westin Hotels And Resorts-Greenville-9/14/2009-9/17/2009	655.60
09/15/09	Meals & Tips Chadwick Suss-Breakfast	12.17
09/15/09	Meals & Tips John Bonno-Breakfast	7.42
09/15/09	Meals & Tips Dudley Jordan-Dinner	8.50
09/15/09	Meals & Tips Michael Feder-Breakfast	8.00
09/15/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/15/09	Meals & Tips Kareem El-alaily-Dinner	18.30
09/15/09	Parking & Tolls John Bonno	6.00
09/15/09	Parking & Tolls Michael Feder	6.00
09/15/09	Parking & Tolls Chadwick Suss	6.00
09/15/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Brad Boggess;Kareem El-alaily;Martin Schumacher;Nathan Kramer;John Bonno;Dudley Jordan;Michael Feder;Chad Suss	276.00
09/16/09	Airfare Michael Feder-2009-09-21-CLT-LGA	327.70
09/16/09	Airfare Michael Feder-2009-09-21-ORD-CLT	399.60
09/16/09	Airfare Bradley Boggess-2009-09-21-CLT-LGA	327.70
09/16/09	Meals & Tips Dudley Jordan-Breakfast	6.31



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Date	Disbursement Description	Amount
09/16/09	Meals & Tips Michael Feder-Breakfast	6.00
09/16/09	Meals & Tips Kareem El-alaily-Dinner	28.74
09/16/09	Meals & Tips John Bonno-Dinner	12.50
09/16/09	Meals & Tips John Bonno-Breakfast	7.42
09/16/09	Meals & Tips Bradley Boggess-Breakfast	8.56
09/16/09	Meals & Tips Bradley Boggess-Dinner	29.21
09/16/09	Meals & Tips Chadwick Suss-Breakfast	12.17
09/16/09	Meals & Tips Martin Schumacher-Breakfast	7.42
09/16/09	Meals & Tips Kareem El-alaily-Breakfast	18.04
09/16/09	Parking & Tolls Michael Feder	6.00
09/16/09	Parking & Tolls John Bonno	6.00
09/16/09	Parking & Tolls Martin Schumacher	6.50
09/16/09	Parking & Tolls Chadwick Suss	6.00
09/16/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Michael Feder;Brad Bo gguess;Dudley Jordan;Chad Suss;Nathan Kramer	230.00
09/17/09	Lodging Martin Schumacher-Westin Hotels And Resorts-Gree nville-9/14/2009-9/17/2009	679.60
09/17/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenvil le-9/15/2009-9/17/2009	491.70
09/17/09	Meals & Tips Martin Schumacher-Breakfast	4.96
09/17/09	Meals & Tips Chadwick Suss-Breakfast	9.47
09/17/09	Meals & Tips John Bonno-Breakfast	5.92
09/17/09	Meals & Tips John Bonno-Breakfast	5.67
09/17/09	Meals & Tips Michael Feder-Breakfast	6.00
09/17/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/17/09	Meals & Tips Kareem El-alaily-Dinner	24.00
09/17/09	Parking & Tolls Michael Feder	6.00
09/17/09	Parking & Tolls Chadwick Suss	6.00
09/17/09	Meals - Engagement Team Dudley Jordan-Dinner-Bilo-Working Dinner-Dudley Jordan; Chad Suss; Nathan Kramer	65.94
09/18/09	Airfare Michael Feder-2009-09-20-CHI-GSP	720.60
09/18/09	Airfare Dudley Jordan-2009-09-21-DFW-GSP	898.71
09/18/09	Airfare Martin Schumacher-2009-09-27-LGA-CLT	337.70



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Date	Disbursement Description	Amount
09/18/09	Airfare Nathan Kramer-2009-09-21-DFW-GSP	898.71
09/18/09	Airfare Chadwick Suss-2009-10-05-ORD-GSP	517.82
09/18/09	Airfare Chadwick Suss-2009-10-12-ORD-GSP	489.06
09/18/09	Airfare Service Charge Martin Schumacher-9/27	40.00
09/18/09	Airfare Service Charge Dudley Jordan	13.00
09/18/09	Airfare Service Charge Martin Schumacher-2009-09-18	10.00
09/18/09	Airfare Service Charge Nathan Kramer	13.00
09/18/09	Airfare Service Charge Chadwick Suss-10/12/09	13.00
09/18/09	Airfare Service Charge Chadwick Suss-10/5/09	13.00
09/18/09	Cab Fare/Ground Transportation Michael Feder	40.00
09/18/09	Cab Fare/Ground Transportation Kareem El-alaily-Cab From Dca	25.00
09/18/09	Cab Fare/Ground Transportation Chadwick Suss	13.25
09/18/09	Gas/Fuel Chadwick Suss	12.09
09/18/09	Gas/Fuel Kareem El-alaily-Gas For Rental	8.85
09/18/09	Gas/Fuel Michael Feder	31.25
09/18/09	Phone - Internet Access Bradley Boggess	5.95
09/18/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/18/09	Meals & Tips Kareem El-alaily-Breakfast	15.00
09/18/09	Meals & Tips Michael Feder-Breakfast	6.00
09/18/09	Meals & Tips Chadwick Suss-Breakfast	6.25
09/18/09	Meals & Tips Martin Schumacher-Breakfast	13.34
09/18/09	Other Dudley Jordan-Tips	25.00
09/18/09	Parking & Tolls Martin Schumacher	165.00
09/18/09	Rental Car Dudley Jordan-4 Days-Greenville SC	340.16
09/18/09	Rental Car Chadwick Suss-4 Days-Greenville	263.35
09/18/09	Rental Car Martin Schumacher-4 Days-Charlotte	369.92
09/18/09	Rental Car Michael Feder-3 Days-Charlotte	263.12
09/19/09	Airfare Service Charge Martin Schumacher-2009-09-19	15.00
09/19/09	Meals & Tips Martin Schumacher-Breakfast	13.34
09/19/09	Other Martin Schumacher	15.00
09/20/09	Cab Fare/Ground Transportation Michael Feder-Bi-lo Travel	40.00
09/20/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenvil le-	163.90



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Date	Disbursement Description	Amount
	09/20/2009-09/21/2009	
09/20/09	Lodging Martin Schumacher-Westin Hotels And Resorts-Gree nville-09/20/2009-09/25/2009	819.50
09/20/09	Meals & Tips Michael Feder-Dinner-Bi-lo Travel	9.00
09/20/09	Mileage Martin Schumacher-Trip To Client Site	49.50
09/20/09	Parking & Tolls Michael Feder	15.00
09/20/09	Parking & Tolls Martin Schumacher	11.00
09/20/09	Parking & Tolls Martin Schumacher	6.00
09/21/09	Airfare Kareem El-alaily-2009-09-28-IAD-GSP	604.22
09/21/09	Airfare Bradley Boggess-2009-09-23-EWR-GSP	519.21
09/21/09	Airfare Service Charge Kareem El-alaily	13.00
09/21/09	Airfare Service Charge Bradley Boggess	40.00
09/21/09	Cab Fare/Ground Transportation Michael Feder-Bi-lo Travel	39.00
09/21/09	Cab Fare/Ground Transportation Kareem El-alaily-Cab To Dca	25.00
09/21/09	Cab Fare/Ground Transportation Nathan Kramer	41.00
09/21/09	Gas/Fuel John Bonno-Bi Lo	25.00
09/21/09	Lodging Michael Feder-Sheraton-New York-09/21/2009-09/23 /2009	1,221.06
09/21/09	Lodging Kareem El-alaily-Westin Hotels And Resorts-Green ville-09/21/2009-09/25/2009	656.48
09/21/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-09/21/2 009-09/25/2009	699.60
09/21/09	Lodging Bradley Boggess-Sheraton-New York-09/21/2009-09/23/2009	1,250.96
09/21/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville-09/21/2009-09/24/2009	491.70
09/21/09	Meals & Tips Martin Schumacher-Breakfast	13.84
09/21/09	Meals & Tips Martin Schumacher-Dinner	62.19
09/21/09	Meals & Tips John Bonno-Breakfast	5.85
09/21/09	Meals & Tips John Bonno-Dinner	34.94
09/21/09	Meals & Tips Nathan Kramer-Dinner	9.51
09/21/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	6.00
09/21/09	Meals & Tips Bradley Boggess-Breakfast	22.16
09/21/09	Meals & Tips Dudley Jordan-Dinner	8.50





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Date	Disbursement Description	Amount
09/21/09	Meals & Tips Kareem El-alaily-Dinner	10.95
09/21/09	Meals & Tips Kareem El-alaily-Dinner	4.69
09/21/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/21/09	Meals & Tips Bradley Boggess-Breakfast	6.51
09/21/09	Meals & Tips Kareem El-alaily-Breakfast	17.57
09/21/09	Mileage Bradley Boggess-154 Miles	84.70
09/21/09	Parking & Tolls John Bonno	6.00
09/21/09	Parking & Tolls Martin Schumacher	6.00
09/21/09	Parking & Tolls Kareem El-alaily	6.00
09/21/09	Rental Car Kareem El-alaily-5 Days-Atl	337.36
09/21/09	Meals - Engagement Team Dudley Jordan-Dinner-Bilo-Working Dinner-Dudley Jordan; Chad Suss; Nathan Kramer	37.06
09/21/09	Meals - Engagement Team Bradley Boggess-Dinner-Bi-lo-Bradley Boggess	19.17
09/22/09	Airfare John Bonno-2009-09-24-ATL-BDL	1,565.20
09/22/09	Airfare Dudley Jordan-2009-09-28-DFW-GSP	898.71
09/22/09	Airfare Service Charge John Bonno	40.00
09/22/09	Airfare Service Charge Dudley Jordan	13.00
09/22/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/22/09	Meals & Tips Dudley Jordan-Dinner	8.50
09/22/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	9.00
09/22/09	Meals & Tips John Bonno-Breakfast	5.59
09/22/09	Meals & Tips Martin Schumacher-Breakfast	15.50
09/22/09	Meals & Tips Kareem El-alaily-Breakfast	11.00
09/22/09	Meals & Tips Bradley Boggess-Breakfast	12.00
09/22/09	Other Martin Schumacher-Personal	0.84
09/22/09	Parking & Tolls John Bonno	6.00
09/22/09	Parking & Tolls Kareem El-alaily	6.00
09/22/09	Parking & Tolls Martin Schumacher	6.00
09/22/09	Parking & Tolls Dudley Jordan	128.65
09/22/09	Postage/Messenger/Courier - - VENDOR: Federal Express Corporation	20.45



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Date	Disbursement Description	Amount
09/22/09	Meals - Engagement Team John Bonno-Dinner-Bi Lo-Bi Lo-John Bonno; Dudley Jordan; Chad Suss; Nathan Kramer; Kareem El-alaily	150.43
09/22/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Bi-lo Travvel-Michael Feder; Brad Boggess	155.00
09/23/09	Airfare Michael Feder-2009-10-09-CLT-ORD-Bi-lo Travel	191.10
09/23/09	Airfare Michael Feder-2009-10-12-ORD-CLT-Bi-lo Travel	192.60
09/23/09	Airfare Michael Feder-2009-10-02-CLT-ORD-Bi-lo Travel	206.10
09/23/09	Airfare Michael Feder-2009-10-04-ORD-CLT-Bi-lo Travel	249.60
09/23/09	Cab Fare/Ground Transportation Michael Feder-Bi-lo Travel	42.00
09/23/09	Phone - Internet Access Bradley Boggess	9.95
09/23/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenville-09/23/2009-09/25/2009	327.80
09/23/09	Lodging Michael Feder-Westin Hotels And Resorts-Greenville-09/23/2009-09/24/2009	163.90
09/23/09	Lodging Nathan Kramer-Westin Hotels And Resorts-Greenville-9/21/2009-9/26/2009	655.60
09/23/09	Meals & Tips Martin Schumacher-Breakfast	56.08
09/23/09	Meals & Tips John Bonno-Dinner	10.52
09/23/09	Meals & Tips John Bonno-Breakfast	6.02
09/23/09	Meals & Tips Nathan Kramer-Breakfast	11.40
09/23/09	Meals & Tips Martin Schumacher-Breakfast	7.74
09/23/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/23/09	Meals & Tips Bradley Boggess-Breakfast	11.75
09/23/09	Meals & Tips Kareem El-alaily-Breakfast	8.00
09/23/09	Meals & Tips Kareem El-alaily-Dinner	32.00
09/23/09	Parking & Tolls John Bonno	6.00
09/23/09	Parking & Tolls Michael Feder-Bi-lo Travel	32.00
09/23/09	Parking & Tolls Michael Feder	6.00
09/23/09	Parking & Tolls Bradley Boggess	6.00
09/23/09	Parking & Tolls Martin Schumacher	6.00
09/23/09	Parking & Tolls Kareem El-alaily	6.00
09/23/09	Rental Car John Bonno-22 Days-Kennesaw GA	983.05



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BI-LO, LLC  
Brian Carney, EVP & CFO  
208 BI-LO Boulevard  
Greenville, SC 29607

Invoice # 2022220-6  
Re: Travel (50% Billable)  
Client/Matter # 005784.00108

Date	Disbursement Description	Amount
09/23/09	Meals - Engagement Team Michael Feder-Dinner-Bi-lo-Bi-lo Travel-Michael Feder; Brad Boggess; Dudley Jordan; Chad Suss; Nathan Kramer	225.17
09/24/09	Gas/Fuel John Bonno-Bi Lo	29.65
09/24/09	Gas/Fuel Michael Feder-Bi-lo Travel	19.00
09/24/09	Lodging John Bonno-Sheraton-Windsor Locks-09/24/2009-09/25/2009	140.00
09/24/09	Meals & Tips Martin Schumacher-Breakfast	6.02
09/24/09	Meals & Tips John Bonno-Breakfast	6.02
09/24/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/24/09	Meals & Tips Kareem El-alaily-Dinner	8.00
09/24/09	Meals & Tips Kareem El-alaily-Dinner-Dinner	0.64
09/24/09	Meals & Tips Kareem El-alaily-Dinner-Dinner	2.00
09/24/09	Meals & Tips Michael Feder-Breakfast-Bi-lo Travel	6.00
09/24/09	Meals & Tips John Bonno-Dinner	23.20
09/24/09	Meals & Tips Kareem El-alaily-Breakfast	15.00
09/24/09	Meals & Tips Bradley Boggess-Breakfast	6.57
09/24/09	Parking & Tolls Bradley Boggess	6.00
09/24/09	Parking & Tolls Kareem El-alaily	6.00
09/24/09	Parking & Tolls Martin Schumacher	6.00
09/24/09	Rental Car Michael Feder-3 Days-Greenville SC	225.55
09/24/09	Meals - Engagement Team Bradley Boggess-Dinner-Bi-li-Team Dinner-Bradley Boggess; Dudley Jordan; Chad Suss; Nathan Kramer; Martin Schumacher	272.97
09/25/09	Airfare Nathan Kramer-2009-09-28-DFW-GSP	898.71
09/25/09	Airfare Martin Schumacher-2009-10-08-LGA-CLT	327.70
09/25/09	Airfare Martin Schumacher-2009-10-05-LGA-CLT	277.70
09/25/09	Airfare Service Charge Nathan Kramer	13.00
09/25/09	Airfare Service Charge Martin Schumacher-2009-09-25	15.00
09/25/09	Airfare Service Charge Martin Schumacher-10/5	40.00
09/25/09	Airfare Service Charge Martin Schumacher-10/6	40.00
09/25/09	Cab Fare/Ground Transportation Kareem El-alaily-Cab From Bwi To Downtown Baltimore	35.00



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Date	Disbursement Description	Amount
09/25/09	Gas/Fuel Kareem El-alaily-Gas For Rental Car	33.00
09/25/09	Meals & Tips John Bonno-Breakfast	9.73
09/25/09	Meals & Tips John Bonno-Dinner	13.78
09/25/09	Meals & Tips Kareem El-alaily-Breakfast	13.25
09/25/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/25/09	Meals & Tips Chadwick Suss-Breakfast	7.00
09/25/09	Meals & Tips Martin Schumacher-Breakfast	13.34
09/25/09	Meals & Tips Bradley Boggess-Breakfast	5.55
09/25/09	Mileage Bradley Boggess-154 Miles	84.70
09/25/09	Other Martin Schumacher-Tip For Maid Service	10.00
09/25/09	Other Dudley Jordan-Tips And Parking	25.00
09/25/09	Parking & Tolls John Bonno	6.00
09/25/09	Parking & Tolls John Bonno	20.00
09/25/09	Parking & Tolls Martin Schumacher	165.00
09/25/09	Parking & Tolls Chadwick Suss	60.00
09/25/09	Rental Car Kareem El-alaily-4 Days-Charlotte NC	309.09
09/25/09	Rental Car Dudley Jordan-4 Days-Greenville SC	280.18
09/25/09	Rental Car Martin Schumacher-4 Days-Charlotte NC	367.91
09/26/09	Rental Car John Bonno-3 Days-Kennesaw GA	137.92
09/27/09	Airfare Service Charge Martin Schumacher-2009-09-27	15.00
09/27/09	Mileage Martin Schumacher-90 Miles	49.50
09/27/09	Parking & Tolls Martin Schumacher	6.00
09/27/09	Parking & Tolls Martin Schumacher	11.00
09/28/09	Airfare Kareem El-alaily-2009-10-05-IAD-GSP	604.22
09/28/09	Airfare Service Charge Kareem El-alaily	13.00
09/28/09	Cab Fare/Ground Transportation Kareem El-alaily-Cab To Iad	70.00
09/28/09	Cab Fare/Ground Transportation Chadwick Suss	40.00
09/28/09	Gas/Fuel John Bonno-Bi Lo	32.00
09/28/09	Lodging John Bonno-Westin Hotels And Resorts-Greenville-09/28/2009-10/01/2009	491.70
09/28/09	Lodging Kareem El-alaily-G.l.c.l.p.-Greenville-09/28/2009-10/02/2009	655.60



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Date	Disbursement Description	Amount
09/28/09	Lodging Bradley Boggess-Westin Hotels And Resorts-Greenville-09/28/2009-10/01/2009	492.30
09/28/09	Lodging Dudley Jordan-Marriott Hotels-Greenville-09/28/2009-10/02/2009	699.60
09/28/09	Meals & Tips Chadwick Suss-Breakfast	9.00
09/28/09	Meals & Tips Martin Schumacher-Dinner	44.94
09/28/09	Meals & Tips Martin Schumacher-Breakfast	5.81
09/28/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/28/09	Meals & Tips Dudley Jordan-Dinner	8.50
09/28/09	Meals & Tips John Bonno-Breakfast	5.85
09/28/09	Meals & Tips Bradley Boggess-Dinner	17.02
09/28/09	Meals & Tips Kareem El-alaily-Dinner	29.19
09/28/09	Meals & Tips Kareem El-alaily-Breakfast	7.00
09/28/09	Parking & Tolls Bradley Boggess	6.00
09/28/09	Parking & Tolls Dudley Jordan	128.65
09/28/09	Parking & Tolls John Bonno	6.00
09/28/09	Parking & Tolls Martin Schumacher	6.00
09/28/09	Parking & Tolls Kareem El-alaily	6.00
09/28/09	Meals - Engagement Team Dudley Jordan-Dinner-Bilo-Working Dinner-Dudley Jordan; Chad Suss; Nathan Kramer	42.91
09/28/09	Meals - Engagement Team Bradley Boggess-Lunch-Bi-lo-Team Lunch-Bradley Boggess; Dudley Jordan; John Bonno	21.33
09/29/09	Meals & Tips Kareem El-alaily-Breakfast	8.00
09/29/09	Meals & Tips Kareem El-alaily-Dinner	40.22
09/29/09	Meals & Tips Dudley Jordan-Dinner	8.50
09/29/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/29/09	Meals & Tips Martin Schumacher-Breakfast	5.92
09/29/09	Meals & Tips John Bonno-Breakfast	5.59
09/29/09	Other John Bonno-Bi Lo	932.01
09/29/09	Parking & Tolls John Bonno	6.00
09/29/09	Parking & Tolls Bradley Boggess	6.00
09/29/09	Parking & Tolls Kareem El-alaily	6.00
09/29/09	Parking & Tolls Martin Schumacher	6.00



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Date	Disbursement Description	Amount
09/29/09	Meals - Engagement Team Dudley Jordan-Dinner-Bilo-Working Dinner-Dudley Jordan; Chad Suss	22.84
09/30/09	Phone - Internet Access Bradley Boggess	9.95
09/30/09	Phone - Internet Access Bradley Boggess	9.95
09/30/09	Meals & Tips Martin Schumacher-Breakfast	13.34
09/30/09	Meals & Tips Dudley Jordan-Breakfast	6.31
09/30/09	Meals & Tips Dudley Jordan-Dinner	8.50
09/30/09	Meals & Tips John Bonno-Breakfast	5.59
09/30/09	Meals & Tips Kareem El-alaily-Breakfast	7.53
09/30/09	Parking & Tolls Bradley Boggess	6.00
09/30/09	Parking & Tolls John Bonno	6.00
09/30/09	Parking & Tolls Martin Schumacher	6.00
09/30/09	Parking & Tolls Kareem El-alaily	6.00
09/30/09	Meals - Engagement Team John Bonno-Dinner-Bi Lo-Bi Lo-John Bonno; Dudley Jordan; Chad Suss; Nathan Kramer; Kareem El-ala ily; Martin Schumacher	143.71
Total Disbursements		56,876.62



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**Disbursement Recap:**

Description	Amount
Airfare	19,007.59
Airfare Service Charge	760.00
Cab Fare/Ground Transportation	1,014.10
Client Meals & Entertainment	90.26
Gas/Fuel	370.40
Phone - Internet Access	129.42
Lodging	21,713.77
Meals & Tips	1,675.61
Mileage	706.20
Other	1,072.71
Parking & Tolls	1,623.02
Long Distance Calls	73.24
Postage/Messenger/Courier	20.45
Rental Car	5,634.25
Meals - Engagement Team	2,985.60
<b>Total Disbursements</b>	<b>56,876.62</b>

**UNITED STATES BANKRUPTCY COURT  
DISTRICT OF SOUTH CAROLINA**

<b>In re:</b>	)	
	)	<b>Case No. 09-02140 -hb</b>
	)	
<b>BI-LO, LLC <i>et al.</i>,</b>	)	<b>Chapter 11</b>
	)	
<b>Debtors.</b>	)	<b>(Joint Administration)</b>
	)	
	)	

**CERTIFICATE OF SERVICE**

I, the undersigned administrative assistant of the law offices of Nelson Mullins Riley & Scarborough, L.L.P., attorneys for the Debtors, do hereby certify that I have served the below parties in this action with a copy of the pleading(s) hereinbelow specified via United States Mail, postage prepaid, to the following address(es):

Pleading: NOTICE OF FILING BY AP SERVICES, LLC OF REPORT OF  
COMPENSATION EARNED AND EXPENSES INCURRED FOR  
THE PERIOD FROM JULY 1, 2009 THROUGH SEPTEMBER 30,  
2009

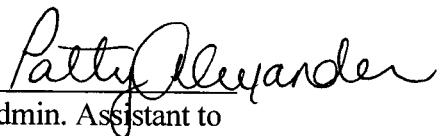
Parties Served: Joseph F. Buzhardt, III  
Office of the US Trustee  
1835 Assembly Street, Suite 953  
Columbia, SC 29201-2448

G. William McCarthy, Jr.  
McCarthy Law Firm, LLC  
P.O. Box 11332  
Columbia, SC 29211-1332

Glenn B. Rice  
Peter Feldman  
Otterbourg, Steindler, Houston & Rosen, P. C.  
230 Park Ave.  
New York, NY 10169



/s/ Patty Alexander

  
Patty Alexander, Admin. Assistant to  
Betsy J. Burn, ID No. 7574  
P.O. Box 11070  
Columbia, SC 29211  
(803) 799-2000

October 29, 2009